

Exhibit Q

From: Westman, Barbara - Hudson
Sent: Friday, March 26, 2010 2:51 PM
To: Hamzehpour, Tammy
Cc: Bode, Sue
Subject: Debt Forgiveness Procedures and Related Documents
Attachments: Debt Forgiveness Procedures.doc; Procedure Documents.zip

Tammy, attached is a procedure document outlining the process followed to monitor solvency/net worth requirements for the various ResCap subsidiaries. I have also attached a zip file with examples of the various documents referenced in the procedures.

Please let me know if you need any further information.

Barb Westman

GMAC ResCap
Financial Controls
952-857-7789
barbara.westman@gmacrescap.com

RFC/GMACM

Debt Forgiveness Procedures

1. Written consent of the RFC and GMACM Board of Directors delegates to the CFO the authority to approve debt forgiveness under \$50 million for a specific listing of entities as necessary to meet solvency requirements. See *Attachment 1 and Attachment 2*.
2. Written consent of the ResCap Board of Directors delegates to the CFO the authority to approve debt forgiveness under \$50 million for RFC as necessary to meet solvency requirements. See *Attachment 3*.
3. Inventory of entities within RFC and GMACM with net worth or solvency requirements is maintained. This includes requirements for funding facilities, state licensing requirements, agency requirements or other purposes. Note that as of 12/30/09, this listing of entities was significantly reduced with the amending and restating of the Revolver Loan Agreement. See *Attachment 4* for the listing of entities prior to 12/30/09 and *Attachment 5* for the listing of entities after 12/30/09.
4. If any large transactions are expected to occur which will impact equity for any of the listed entities, pro forma calculations are performed. See *Attachment 6* for an example. Any needed equity adjustments are requested in advance of month end.
5. On Day 4, after all other entries have been posted, monthly solvency calculations are performed on this listing of entities to ensure all entities meet all requirements. These calculations are documented in RFC and GMACM Net Worth Requirement workbooks. See *Attachment 7* for the RFC workbook and *Attachment 8* for the GMACM workbook. Email confirmation is also received from IBG UK and IBG CE that all local GAAP requirements have been met. See *Attachment 9*.
6. If debt forgiveness is required in order to meet minimum requirements, a written request is provided to Jim Young for approval, along with appropriate calculations. Jim approves via email.
7. If any debt forgiveness is required that is outside of the guidelines in the Board of Directors consents, specific requests are made to the Board and are approved separately.
8. For any debt forgiveness in excess of \$50 million, GMAC Board of Directors consent is obtained per GMAC requirements.
9. Approval documents are provided to the appropriate accounting team and the debt forgiveness entries are recorded as follows: Dr Additional Paid in Capital (APIC), Cr Notes Receivable (forgiving entity); Dr Notes Payable, Cr APIC (entity receiving forgiveness). This is in compliance with the Related Party Accounting Policy, section 6.5.2 "Debt Forgiveness or Extinguishment" as follows:

Extinguishment of debt transactions between related entities may be in essence capital transactions. As such, forgiveness of debt and related interest between related parties and the associated gains or losses generally should not be classified as income statement items but rather as capital transactions.

10. Solvency calculations are updated in the workbook for any debt forgiveness entries prior to monthly ledger close to ensure all entities meet the solvency/net worth requirements. An email with related documentation is provided to the CAO to document that all requirements have been met prior to signing of monthly compliance certifications. See *Attachment 10* for the specific compliance requirement.

11. Equity Rollforward reports are created that document the equity changes. See *Attachment 11*.

12. As funding facility agreements are amended or new agreements signed, provisions are reviewed to update the solvency workbooks with any new or amended requirements.

13. As state licenses are renewed and updated information is requested, requirements are reviewed for any changes and workbooks are updated.

RESIDENTIAL FUNDING COMPANY, LLC

WRITTEN CONSENT IN LIEU OF MEETING OF BOARD OF DIRECTORS

November 12, 2009

The undersigned, being the Directors of Residential Funding Company, LLC, a Delaware limited liability company (the "Company"), do hereby consent in writing that the following resolution shall have the same force and effect as if adopted at a Meeting of the Board of Directors of the Company:

WHEREAS, the Company has provided inter-company loans to its affiliates listed in Exhibit A attached hereto (the "Affiliates");

WHEREAS, in order for each of the Affiliates to have positive capital so it can comply with solvency representations made under certain funding facilities, the Company desires to grant debt forgiveness to its Affiliates; and

WHEREAS, certain consents and other actions were needed in order to determine the amount of and effect such debt forgiveness which, due to administrative oversight, were not taken in a timely fashion; however, the Company's intent always was to effect the necessary debt forgiveness.

THEREFORE, BE IT

RESOLVED, that, from and effective as of June 30, 2008, the Directors of the Company hereby approve capital injections into the Affiliates from time to time in the form of forgiveness of the debt of each the Affiliates in order to replenish each of their respective capital, in each case in an amount necessary to enable the respective Subsidiary to be solvent and carry a positive capital at the end of each calendar month, including with respect to amounts that may become known after any such month-end based on the Affiliate's month-end financial statements;

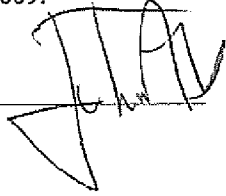
RESOLVED, that the Chief Financial Officer of the Company is fully authorized (i) to take any and all actions necessary or appropriate to effect such debt forgiveness of each of the Affiliates and otherwise implement the foregoing resolution and (ii) to determine and document the amount, if any, of debt forgiveness needed until such time as this Written Consent may be revoked by the Directors of the Company; and

RESOLVED, that the proper officers of the Company and of the respective Affiliates are fully authorized to take all actions necessary or appropriate to implement the foregoing resolutions.

This Consent may be executed in counterpart, each of which shall constitute an original, and all of which, taken together, constitute one and the same original; and facsimile signatures of this Consent shall be deemed to constitute original signatures.

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent this 12th day
of November, 2009.

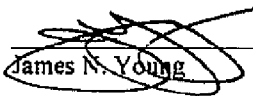
John Vella

A handwritten signature in black ink, appearing to be 'J. Vella', written over a horizontal line.

James N. Young

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent this 12th day
of November, 2009.

John Vella



James N. Young

Exhibit A

GMAC-RFC Holding Company, LLC
Homecomings Financial, LLC
Residential Mortgage Real Estate Holdings, LLC
Residential Funding Real Estate Holdings, LLC
Homecomings Financial Real Estate Holdings, LLC
Equity Investment I, LLC
Developers of Hidden Springs, LLC
DOA Holding Properties, LLC
RFC Asset Holdings II, LLC
Hidden Springs Sewer Company, LLC
DOA Properties I, LLC
DOA Properties II, LLC
RFC Construction Funding, LLC
GMAC Model Home Finance I, LLC
CMH Holdings LLC
DOA Properties III (Models), LLC
DOA Properties V (Lots-CA), LLC
DOA Properties VII (Lots-NV), LLC
DOA Properties IX (Lots-other), LLC
DOA Properties IV, LLC
Equity Investment IV, LLC
DOA Properties VI, LLC
DOA Properties VIII, LLC
RC Properties I, LLC
RC Properties II, LLC
RC Properties III, LLC
RC Properties IV, LLC
RC Properties V, LLC
RC Properties VI, LLC
RC Properties VII, LLC
RC Properties VIII, LLC
RC Properties IX, LLC
RC Properties X, LLC
RC Properties XI, LLC
RC Properties XII, LLC
RC Properties XIII, LLC
RC Properties XIV, LLC
RC Properties XV, LLC
RC Properties XVI, LLC
RC Properties XVII, LLC
RC Properties XVIII, LLC
RC Properties XIX, LLC
RC Properties XX, LLC
GMAC Model Home Finance, LLC
GMCMT, LLC
LENOne, LLC
KBOne, LLC
WPSHOne, LLC
DOA Properties IIIB (KBModels), LLC
RFC MHF Funding, LLC
Win-Win Beazer Pool I (Delaware), LLC
Win-Win Pardee Pool II (Delaware), LLC

Win-Win Pardee Pool III (Delaware), LLC
Win-Win Spectrum (Delaware), LLC

GMAC MORTGAGE, LLC

WRITTEN CONSENT IN LIEU OF MEETING OF BOARD OF DIRECTORS

December 10, 2009

The undersigned, being the Directors of GMAC Mortgage, LLC, a Delaware limited liability company (the "Company"), do hereby consent in writing that the following resolution shall have the same force and effect as if adopted at a Meeting of the Board of Directors of the Company:

WHEREAS, the Company has provided inter-company loans to its affiliates listed in Exhibit A attached hereto (the "Affiliates");

WHEREAS, in order for each of the Affiliates to have positive capital so it can comply with solvency representations made under certain funding facilities, the Company desires to grant debt forgiveness to its Affiliates; and

WHEREAS, certain consents and other actions were needed in order to determine the amount of and effect such debt forgiveness which, due to administrative oversight, were not taken in a timely fashion; however, the Company's intent always was to effect the necessary debt forgiveness.

THEREFORE, BE IT

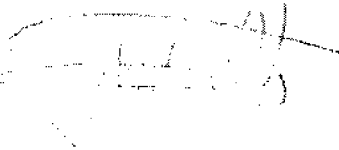
RESOLVED, that, from and effective as of June 30, 2008, the Directors of the Company hereby approve capital injections into the Affiliates from time to time in the form of forgiveness of the debt of each of the Affiliates in order to replenish each of their respective capital, in each case in an amount necessary to enable the respective Affiliate to be solvent and carry a positive capital at the end of each calendar month, including with respect to amounts that may become known after any such month-end based on the Affiliate's month-end financial statements;

RESOLVED, that the Chief Financial Officer of the Company is fully authorized (i) to take any and all actions necessary or appropriate to effect such debt forgiveness of each of the Affiliates and otherwise implement the foregoing resolution and (ii) to determine and document the amount, if any, of debt forgiveness needed until such time as this Written Consent may be revoked by the Directors of the Company and

RESOLVED, that the proper officers of the Company and of the respective Affiliates are fully authorized to take all actions necessary or appropriate to implement the foregoing resolutions.

This Consent may be executed in counterpart, each of which shall constitute an original, and all of which, taken together, constitute one and the same original; and facsimile signatures of this Consent shall be deemed to constitute original signatures.

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent this 10th day
of December, 2009.




John Vella

James N. Young

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent this 10th day
of December, 2009.

John Veila



James N. Young

Exhibit A

Residential Consumer Services, LLC
GMAC Mortgage USA Corporation
ditech, LLC
Home Connects Lending Services, LLC
GMACR Mortgage Products, LLC
MINT I, LLC
MINT I VFN Holdings, LLC

Written Consent of the Executive Committee
of the Board of Directors of Residential Capital, LLC

October 29, 2009

The undersigned, being all the members of the Executive Committee of the Board of Directors of Residential Capital, LLC (the "Company"),

WHEREAS, Residential Funding Company, LLC ("RFC") must maintain certain minimum tangible net worth in order to maintain its state mortgage licenses, the most restrictive of which requires a tangible net worth of \$1,000,000 (the "TNW Requirements"); and

WHEREAS, RFC has incurred substantial operating losses and losses upon the sale of assets and is expected to continue to incur such losses in the foreseeable future, which losses impair its ability to continue to meet the TNW Requirements;

NOW, THEREFORE, be it

RESOLVED that the Executive Committee approves capital injections into RFC from time to time in the form of forgiveness of affiliate debt, as needed in order to replenish capital reduced by expected operating losses of RFC, in each case in an amount necessary to enable RFC to exceed its TNW Requirements as at the end of each calendar month by \$1,000,000, including with respect to amounts that may become known after any such month-end based on the Company's consolidated month-end financial statements;

RESOLVED, that the Executive Committee hereby delegates to the CFO of the Company the authority to determine and document the amount, if any, of debt forgiveness needed as at the end of each calendar month until such time as this Written Consent may be revoked by the Executive Committee; and

RESOLVED, that the proper officers of the Company and of RFC are fully authorized to take all actions necessary or appropriate to implement the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned members of the Executive Committee have executed this Action by Written Consent as of the day and year first written above.



Thomas Marano

James N. Young

Written Consent of the Executive Committee
of the Board of Directors of Residential Capital, LLC

October 29, 2009

The undersigned, being all the members of the Executive Committee of the Board of Directors of Residential Capital, LLC (the "Company"),

WHEREAS, Residential Funding Company, LLC ("RFC") must maintain certain minimum tangible net worth in order to maintain its state mortgage licenses, the most restrictive of which requires a tangible net worth of \$1,000,000 (the "TNW Requirements"); and

WHEREAS, RFC has incurred substantial operating losses and losses upon the sale of assets and is expected to continue to incur such losses in the foreseeable future, which losses impair its ability to continue to meet the TNW Requirements;

NOW, THEREFORE, be it

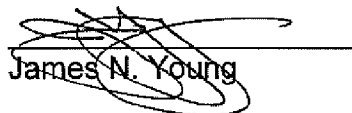
RESOLVED that the Executive Committee approves capital injections into RFC from time to time in the form of forgiveness of affiliate debt, as needed in order to replenish capital reduced by expected operating losses of RFC, in each case in an amount necessary to enable RFC to exceed its TNW Requirements as at the end of each calendar month by \$1,000,000, including with respect to amounts that may become known after any such month-end based on the Company's consolidated month-end financial statements;

RESOLVED, that the Executive Committee hereby delegates to the CFO of the Company the authority to determine and document the amount, if any, of debt forgiveness needed as at the end of each calendar month until such time as this Written Consent may be revoked by the Executive Committee; and

RESOLVED, that the proper officers of the Company and of RFC are fully authorized to take all actions necessary or appropriate to implement the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned members of the Executive Committee have executed this Action by Written Consent as of the day and year first written above.

Thomas Marano


James N. Young

Rescap

Rescap
Consolidated RFC
Consolidated GMACM

11/30/09 Equity

275,000,259 Multiple requirements
40,989,374 Multiple requirements
2,039,739,117 Multiple requirements

EXAM10362102

RFC Entities	LE#	Equity	
Residential Funding Mortgage Securities I	10002	-	remove
GMAC-RFC	10010	1,662,656,483	Multiple requirements
Homecomings Financial Network	10011	949,576,466	remove
RFC Asset Holdings, Inc.	10015	58,379,335	remove
Developers of Hidden Springs	10018	5,179,945	remove
Hidden Springs Sewer Company	10019	1,560,062	remove
Developers of Denver	10021	1,000,608	remove
Core Equity I LLC	10022	76,554,459	remove
RFC-GSAP Servicer Advance, LLC	10044	1,841,735	GSAP
RFC Asset Management	10300	52,294,047	remove
RFC SFJV-2002, LLC	10301	33,953,881	remove
RCSFJV2004, LLC	10302	8,719,964	remove
GMAC Model Home Finance, LLC	10500	279,592,793	remove
GMAC Model Home I	10550	737,978	remove
CMH Holdings	10555	237,053,343	remove
Amerland LLC	13003	93,434	remove
MALA SPE (MFC Asset)	13200	263,018,318	remove
Equity Investment IV	16115	19,777,173	remove
DOA Holding Properties, LLC	16220	62,918,467	remove
DOA Holdings NoteCo, LLC	16221	607,746	remove
DOA Properties I	16230	56,690	remove
DOA Properties II	16240	8,116,036	remove
DOA Properties III	16260	15,837,986	remove
DOA Properties IIIB	16263	14,053,133	remove
DOA Properties IV	16264	99,531	remove
DOA Properties V	16265	13,957,392	remove
DOA Properties VII	16267	36,489,888	remove
DOA Properties VIII	16268	684,233	remove
DOA Properties IX	16269	15,574,166	remove
Win-Win Spectrum	16270	698,834	remove
Win_Win Beazer Pool I	16271	8,119,147	remove
Win-Win Pardee Pool II	16272	48,334	remove
Win-Win Pardee Pool III	16273	14,131,480	remove
RFC Construction Funding Corp.	30003	78,104,490	remove
RC Properties I	30004	71,341,240	remove

GMAC Mortgage Entities	LE#	Equity	
GMAC Mortgage LLC	SS001	4,583,507,193	Multiple requirements
Executive Trustee Services LLC	SS002	157,873,487	Licensing
Residential Consumer Serv LLC	SS007	52,074	Licensing
GMAC Mortgage USA Corporation	SS009	1,071,888	remove
Ditech.com LLC	SS026	3,495,442	Licensing
GMAC Residential Holding Co LL	SS033	2,039,739,119	remove
Home Connects Lending Serv LLC	SS067	409,478	remove
GMACR Mortgage Products LLC	SS084	38,614,080	GSAP
GMAC Mortgage Serv Advance Fund	SS088	395,406	GSAP
MINT I, LLC	SS089	107,163,750	remove
MINT I VFN Holdings, LLC	SS090	1	remove
Passive Asset Transactions LLC	SS095	1,449,163,623	remove

IBG Local Entities	LE#	Equity
<u>UK Entities</u>		
GMAC - RFC (UK) Limited	11077	74,289,804
Conduit (No. 2) Limited	11802	36,522

Per local UK financial statements provided by Mithi Padmanathan

<u>CE Entities</u>		
GMAC-RFC Nederland B. V.	11777	
Quion 20	11778	
Atlas Funding BV	11781	
PREEMAC 2 NL NETH B. V.	11785	

From: van Kalveen, Kees
Sent: Friday, December 18, 2009 9:25 AM
To: Bode, Sue
Cc: Jensen, Sharon (Contractor); Willems, Ramon
Subject: Solvency

Sue

As a follow-up to our conference call, I can confirm that under NL Gaap the following entities are indeed solvent as per 30-11-2009:

GMAC RFC Nederland B. V.
 Quion 20 B. V.
 Atlas Funding B. V.
 Preemac II B. V.

With kind regards,

Kees van Kalveen
Chief Financial Officer Continental Europe

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 m +31 (0)6 1302 10 57
 f +31 (0)70 356 79 09

International Business Group
Continental Europe
Finance

Summary of Solvency Requirements

		Jun-08	Nov-08	Jun-08	Apr-08	Jun-04	Oct-03	Mar-09	FACILITY				
General Ledger Name	LE #	Revolver	LOC/CA	CITI MSR	MSR	GSAP	Conduit (UK)	RBS (CE)	Lehman	Licensing	Agency		
Rescap Consolidated		X		X			X	X	X				
Consolidated RFC		X											
Consolidated GMACM		X											
Residential Funding Mortgage Securities I	10002	X											
GMAC-RFC	10010	X			X	X			X	\$1,000,000	FHLMA		
Homecomings Financial Network	10011	X											
RFC Asset Holdings, Inc.	10015	X											
Developers of Hidden Springs	10018	X											
Hidden Springs Sewer Company	10019	X											
Developers of Denver	10021	X											
Core Equity I LLC	10022	X											
RFC-GSAP Servicer Advance, LLC	10044					X							
RFC Asset Management	10300	X											
RFC SFJV-2002, LLC	10301	X											
RCSFJV2004, LLC	10302	X											
GMAC Model Home Finance, LLC	10500	X											
GMAC Model Home I	10550	X											
CMH Holdings	10555	X											
GMAC - RFC (UK) Limited	11077						L						
GMAC-RFC Nederland B.V.	11777							L					
Quion 20	11778							L					
Atlas Funding BV	11781							L					
PREEMAC 2 NL NETH B.V.	11785							L					
Conduit (No. 2) Limited	11802						L						
Ameriland LLC	13003	X											
MALA SPE (MFC Asset)	13200	X											
Equity Investment IV	16115	X											
DOA Holding Properties, LLC	16220	X											
DOA Holdings NoteCo, LLC	16221	X											
DOA Properties I	16230	X											
DOA Properties II	16240	X											
DOA Properties III	16260	X											
DOA Properties IIIB	16263	X											
DOA Properties IV	16264	X											
DOA Properties V	16265	X											
DOA Properties VII	16267	X											
DOA Properties VIII	16268	X											
DOA Properties IX	16269	X											
Win-Win Spectrum	16270	X											
Win-Win Beazer Pool I	16271	X											
Win-Win Pardee Pool II	16272	X											
Win-Win Pardee Pool III	16273	X											
RFC Construction Funding Corp.	30003	X											
RC Properties I	30004	X											
GMAC Mortgage LLC	SS001	X		X	X	X				\$1,000,000	ALL 3		
Executive Trustee Services LLC	SS002									\$7,500			
Residential Consumer Serv LLC	SS007	X								\$1			
GMAC Mortgage USA Corporation	SS009	X											
Ditech.com LLC	SS026	X								\$200,000			
GMAC Residential Holding Co LL	SS033	X											
Home Connects Lending Serv LLC	SS067	X											
GMACR Mortgage Products LLC	SS084	X				X							
GMAC Mortgage Serv Advanc Fund	SS088					X							
MINT I, LLC	SS089	X											
MINT I VFN Holdings, LLC	SS090	X											
Passive Asset Transactions LLC	SS095	X											

L = Local GAAP ledgers only, not applicable to US GAAP

EXAM10362102

Rescap
12/31/09 Balances

Equity Requirements	LE#	Equity	Revolver Assets	LOC Assets	Revolver Debt	LOC Debt	Notes
Parent Entities							
Rescap		275,000,000	229,478,934				Revolver Assets = Notes Receivable from IBG SPEs
Consolidated RFC		853,872,105					
Consolidated GMACM		1,106,567,690					
RFC Entities							
GMAC-RFC	10010	3,073,980,453	429,963,206	695,250,458	647,661,807	193,940,100	Revolver Assets = various LOC Assets = loans and Warehouse
RFC-GSAP Servicer Advance, LLC	10044	1,841,735					
GMAC Mortgage Entities							
GMAC Mortgage LLC	SS001	3,693,014,240	1,140,935,258	480,332,065	897,639,149	149,559,900	Assets = various
Executive Trustee Services LLC	SS002	162,025,279					
Residential Consumer Serv LLC	SS007	49,792					
Ditech.com LLC	SS026	3,495,374					
GMACR Mortgage Products LLC	SS084	33,125,877					
GMAC Mortgage Serv Advanc Fund	SS088	295,372					
No Equity Requirements							
Homecomings Financial Network	10011	na	42,246				Assets = REOs, Servicing Advances
RFC Asset Holdings, Inc.	10015	na	5,631,010				Assets = Securities
Developers of Hidden Springs	10018	na	117,932				Equity pledge, assets held in underlying entities
Core Equity I LLC	10022	na		131,290,674			Equity pledge
CMH Holdings	10555	na	55,259,538				Equity pledge, assets held in underlying entities
Equity Investment IV	16115	na	34,880,989				Equity pledge
DOA Holding Properties, LLC	16220	na	44,328,381				Equity pledge, assets held in underlying entities
RFC Construction Funding Corp.	30003	na	299,390,263				Equity pledge, assets held in underlying entities
Passive Asset Transactions LLC	SS095	na	18,055,828	454,578,224			Revolver Assets = Securities LOC Assets = Securities and Notes Receivable from IBG SPEs
Totals			2,258,083,584	1,761,451,441			

EXAM10362103

Debt Forgiveness Processed

Entity	LE #	Prior Periods	9/30/2009	10/31/2009	11/30/2009	12/31/2009
Rescap					52,376,000	457,758,443
Consolidated RFC			344,218,264	95,579,170	77,325,000	579,000,000
Consolidated GMACM						20,000,000
Residential Funding Mortgage Securities I	10002					
GMAC-RFC	10010					
Homecomings Financial Network	10011					
RFC Asset Holdings, Inc.	10015	Processed		Processed		
Developers of Hidden Springs	10018	Processed		Processed		
Hidden Springs Sewer Company	10019					
Developers of Denver	10021					
Core Equity I LLC	10022	Processed		Processed		
RFC-GSAP Servicer Advance, LLC	10044				7,000,000	
RFC Asset Management	10300					
RFC SFJV-2002, LLC	10301					
RCSFJV2004, LLC	10302					
GMAC Model Home Finance, LLC	10500	Processed		Processed		
GMAC Model Home I	10550	Processed		Processed		
CMH Holdings	10555					
Ameriland LLC	13003					
MALA SPE (MFC Asset)	13200					
Equity Investment IV	16115	Processed		Processed		
DOA Holding Properties, LLC	16220	Processed		Processed		
DOA Holdings NoteCo, LLC	16221					
DOA Properties I	16230	Processed		Processed		
DOA Properties II	16240	Processed		Processed		
DOA Properties III	16260	Processed		Processed		
DOA Properties IIIB	16263	Processed		Processed		
DOA Properties IV	16264	Processed		Processed		
DOA Properties V	16265	Processed		Processed		
DOA Properties VII	16267	Processed		Processed		
DOA Properties VIII	16268					
DOA Properties IX	16269	Processed		Processed		
Win-Win Spectrum	16270	Processed		Processed		
Win-Win Beazer Pool I	16271	Processed		Processed		
Win-Win Pardee Pool II	16272	Processed		Processed		
Win-Win Pardee Pool III	16273	Processed		Processed		
RFC Construction Funding Corp.	30003					
RC Properties I	30004	Processed		Processed		
GMAC Mortgage LLC	SS001					
Executive Trustee Services LLC	SS002					
Residential Consumer Serv LLC	SS007				5,300,000	
GMAC Mortgage USA Corporation	SS009					
Ditech.com LLC	SS026					
GMAC Residential Holding Co LL	SS033					
Home Connects Lending Serv LLC	SS067				5,000,000	
GMACR Mortgage Products LLC	SS084					
GMAC Mortgage Serv Advanc Fund	SS088				55,000,000	2,000,000
MINT I, LLC	SS089					
MINT I VFN Holdings, LLC	SS090				1,354	
Passive Asset Transactions LLC	SS095	44,000,000				

Note 1: 11/30/09 ResCap debt forgiveness was in the form of forgiveness of a portion of the MSR facility.

Note 2: 12/31/09 ResCap debt forgiveness was in the form of forgiveness of the remaining MSR facility and facility was termed, as well as forgivess of intercompany debt Ally Bank loans were also contributed (amount not included above)

EXAM10362103

Summary of Solvency Requirements

		Impermissible										Agency	
		sable											
		Jun-08 Nov-08 Jun-08 Apr-08 Jun-04 Oct-03 Mar-09											
		FACILITY											
General Ledger Name	LE #	Revolver	LOC/CA	CITI MSR	PMAC-MSR	GSAP	Conduit (UK)	RBS (CE)	Lehman	Licensing	Agency		
Rescap Consolidated		X	X	X			X	X	X				
Consolidated RFC		X							X				
Consolidated GMACM		X											
GMAC-RFC	10010	X			X	X				\$1,000,000	FILMA		
RFC-GSAP Servicer Advance, LLC	10044					X							
GMAC - RFC (UK) Limited	11077						L						
GMAC-RFC Nederland B.V.	11777							L					
Quion 20	11778							L					
Atlas Funding BV	11781							L					
PREMAC 2 NL NETH B.V.	11785							L					
Conduit (No. 2) Limited	11802						L						
Silo No 2 Limited	11805						L						
GMAC Mortgage LLC	SS001	X		X	X	X				\$1,000,000	ALL 3		
Executive Trustee Services LLC	SS002									\$7,500			
Residential Consumer Serv LLC	SS007	I	X							\$1			
Ditech.com LLC	SS026	X								\$200,000			
GMACR Mortgage Products LLC	SS084	X				X							
GMAC Mortgage Serv Advanc Fund	SS088					X							

L = Local GAAP ledgers only, not applicable to US GAAP

I = Impermissible entities

K = Regulation K entities (none)

X = Requirement removed effective 12/30/09

MSR Terminated 12/09

Rescap solvency added to LOC 12/30/09

EXAM10362103

Rescap

Rescap

Consolidated RFC

Consolidated GMACM

12/31/09 Equity

275,000,000 Multiple requirements

853,872,105 Multiple requirements

1,106,567,690 Multiple requirements

EXAM10362103

		12/31/2009	
RFC Entities	LE#	Equity	
GMAC-RFC	10010	3,073,980,453	Multiple requirements
RFC-GSAP Servicer Advance, LLC	10044	1,841,735	GSAP requirement
\$579m equity adjustment processed during December			
1/21/10 Updated all values to current ledger.			
All are solvent.			

EXAM10362103

GMAC Mortgage Entities	LE#	12/31/09 Equity	
GMAC Mortgage LLC	SS001	3,693,014,240	Multiple requirements \$20m equity adjustment processed to meet agency change requirements
Executive Trustee Services LLC	SS002	162,025,279	Licensing
Residential Consumer Serv LLC	SS007	49,792	Licensing (Impermissible Entity)
Ditech.com LLC	SS026	3,495,374	Licensing
GMACR Mortgage Products LLC	SS084	33,125,877	GSAP requirement
GMAC Mortgage Serv Advanc Fund	SS088	295,372	GSAP requirement \$2m equity adjustment processed

1/21/10 Updated all values to current ledger. All are solvent.

EXAM10362103

IBG Local Entities **LE#**

UK Entities

GMAC - RFC (UK) Limited	11077
Conduit (No. 2) Limited	11802
Silo No 2 Limited	11805

Per local UK financial statements provided by Mithi Padmanathan

I can confirm that all these companies are solvent for UK GAAP. Never the less, the final accounts will not be available until the end of Jan 2010

I hope this helps

Mithi Padmanathan

Senior Manager - Financial Reporting (US and UK)
Direct Line: +44 1344 854289
Mobile: +44 7717 475753



From: Westman, Barbara - Hudson [mailto:Barbara.Westman@gmacrescap.com]
Sent: 05 January 2010 22:56
To: Padmanathan, Soumitra
Cc: Bode, Sue; Jensen, Sharon (Contractor)
Subject: Solvency Requirements

Please confirm that under UK GAAP, the following entities are Solvent as of 12/31/09:

GMAC - RFC (UK) Limited
Conduit (No. 2) Limited
Silo No 2 Limited

Please provide this information as soon as possible once available, and provide copies of the financial statements. Note that last month we had not inquired about Silo No 2, but we have confirmed that this entity also has a solvency requirement.

Thank you.

Barb Westman

GMAC Rescap
Financial Controls
952-857-7789
barbara.westman@gmacrescap.com

CE Entities

GMAC-RFC Nederland B.V.	11777
Quion 20	11778
Atlas Funding BV	11781
PREEMAC 2 NL NETH B.V.	11785

Barbara

I can confirm I have a positive NAV in all operating companies in The Netherlands.

With kind regards,

Kees van Kalveen

Chief Financial Officer Continental Europe

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International Business Group
Continental Europe
Finance

EXAM10362103

		GMAC RFC	Management Allocations	GMAC Residential	GMAC Mortgage Bank (Jan 09 only)	RESI/GMAC Bank Elim (Jan 09 only)	ResCap Parent Company	ResCap Eliminations	ResCap Holding LE	GMAC Mortgage Group Parent	ResCap Investments, Inc.	GMAC Mortgage Group Elims	GMAC Mortgage Ops Consol
		SAP LE5003	SAP LE5005	SAP LE5004	SAP LE1632	SAP LE5007	SAP LE5002	SAP LE5008	Sum (A...G)	SAP LE5001	SAP LE5009	SAP LE5006	+ H + I + J + K
Total assets	ASSETS												
Cash and cash equivalents	CASH_EQUIVALENT	217,825,286	-	126,392,389			421,042,991	-	765,260,666	-	-	-	765,260,666
Mortgage loans held for sale	MTG_LOANS_HFS	2,575,921,101	-	2,729,972,700			-	3,634,823	5,309,528,624	-	-	-	5,309,528,624
Trading securities	TRADING_SEC	48,517,760	-	75,012,295			-	(24,946,714)	98,583,340	-	-	-	98,583,340
Mortgage loans held for invest	MTG_LOANS_HFI_NET	1,609,208,790	-	225,618,013			-	-	1,834,826,803	-	-	-	1,834,826,803
Lending receivables, net	LENDING_REC_NET	304,386,771	-	-			-	-	304,386,771	-	-	-	304,386,771
Mortgage servicing rights	MTG_SERVICING_RIGHTS	285,319,323	-	2,254,268,960			-	-	2,539,588,283	-	-	-	2,539,588,283
Accounts receivable	ACCOUNTS_RECEIVABLE	(840,265,508)	-	2,426,202,759			1,025,205,133	(63,752,808)	2,547,389,575	-	-	-	2,547,389,575
Investments in real estate	INVEST_REALSTAT_OTH	114,254,747	-	-			-	-	114,254,747	-	-	-	114,254,747
Other assets	OTHER_ASSETS	2,976,452,560	(0)	3,384,647,609			5,420,485,745	(6,324,223,324)	5,457,362,589	274,962,630	2,750,000	(277,712,623)	5,457,362,596
Total Assets	ASSETS	7,291,620,829	(0)	11,222,114,724			6,866,733,869	(6,409,288,024)	18,971,181,398	274,962,630	2,750,000	(277,712,623)	18,971,181,405
Total liabilities	LIABILITIES												
Total borrowings	TOTAL_BORROWINGS	2,777,371,686	-	5,694,788,037			6,840,758,890	(3,918,969,965)	11,393,948,648	-	-	-	11,393,948,648
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-			-	-	-	-	-	-	-
Other total liabilities	OTHER_TOTAL_LIAB	3,660,377,038	-	4,420,758,997			(249,025,008)	(529,878,276)	7,202,232,750	4,901,826	37,362	-	7,307,171,938
Total Liabilities	LIABILITIES	6,437,748,723	-	10,115,547,033			6,591,733,882	(4,448,848,241)	18,696,181,398	4,901,826	37,362	-	18,701,120,586
Common Stock	SAP30101	6	-	-	-	-	-	-	6	50,000	-	-	50,006
Additional paid-in capital-Preferred Int	SAP30200	14,176,120,882	-	3,409,335,302	59,277,934	(3,057,827)	11,324,371,150	(17,641,676,296)	11,324,371,145	11,710,271,302	39,355,270	(11,363,726,423)	11,710,271,294
Member's Interest	SAP30250	-	-	-	-	-	-	-	-	-	-	-	-
	MEMBERS_INTEREST	14,176,120,888	-	3,409,335,302	59,277,934	(3,057,827)	11,324,371,150	(17,641,676,296)	11,324,371,151	11,710,321,302	39,355,270	(11,363,726,423)	11,710,321,300
Ret earnings	SAP30300	(8,885,378,109)	(0)	(430,972,049)			(6,461,471,731)	9,316,350,163	(6,461,471,726)	(6,839,987,485)	-	6,461,471,734	(6,839,987,477)
Ret earnings-Members' Int Di	SAP30301	-	-	-	-	-	-	-	-	-	-	-	-
Ret earnings-Preferred Int D	SAP30302	-	-	-	-	-	-	-	-	-	-	-	-
Ret earnings-Mgrl Eq Div	SAP30305	-	-	-	-	-	-	-	-	-	-	-	-
Net (loss) income	NET_INCOME	(4,424,480,804)	(0)	(1,838,501,480)	(59,277,934)	3,057,827	(4,543,830,982)	6,319,202,391	(4,543,830,981)	(4,544,394,555)	(37,066,507)	4,580,897,488	(4,544,394,555)
Retained Earnings	RETAINED_EARNINGS	(13,309,858,913)	(0)	(2,269,473,528)	(59,277,934)	3,057,827	(11,005,302,712)	15,635,552,554	(11,005,302,707)	(11,384,382,040)	(37,066,507)	11,042,369,222	(11,384,382,032)
Accumulated other comp inc	ACCUM_OTH_COMP_INC												
Cum Chg in Acctng policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	(16,410,000)	-	(33,030,000)			(49,440,000)	49,440,000	(49,440,000)	(61,250,000)	354,600	49,085,399	(61,250,001)
Accum Trans Adj-	SAP30400	4,020,130	-	-			5,635,632	(4,020,123)	5,635,638	5,635,627	73,457	(5,709,089)	5,635,634
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-	-
Unrlfd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	(264,083)			(264,083)	264,083	(264,083)	(264,085)	(126)	264,211	(264,083)
Der Mkt Adj-	SAP30600	(0)	-	-	-	-	0	(0)	-	0	(4,056)	4,056	1
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Incom	ACCUM_OTH_COMP_INC	(12,389,870)	-	(33,294,083)			(44,068,451)	45,683,959	(44,068,445)	(55,878,458)	423,875	43,644,578	(55,878,449)
Total Equity		853,872,105	(0)	1,106,567,690	-	-	274,999,987	(1,960,439,783)	275,000,000	270,060,804	2,712,638	(277,712,623)	270,060,819
Total Liabilities, Minority Interest and Equity		7,291,620,829	(0)	11,222,114,724	-	-	6,866,733,869	(6,409,288,024)	18,971,181,398	274,962,630	2,750,000	(277,712,623)	18,971,181,405
Total net revenue	TOTAL_REVENUE												
Net interest income	NET_INTEREST_INCOME												
Interest income	INTEREST_INCOME	765,888,813	-	269,722,309	80,913,644	966,653	297,855,770	(365,075,247)	1,050,271,943	-	-	(9,209)	1,050,262,734
Interest expense	INTEREST_EXPENSE	(435,053,661)	(0)	(491,379,865)	(69,475,448)	-	(426,977,630)	364,948,651	(1,057,937,953)	(9,209)	-	9,209	(1,057,937,952)
Net interest income	NET_INTEREST_INCOME	330,835,153	(0)	(221,657,556)	11,438,197	966,653	(126,595)	(129,121,861)	(7,666,010)	(9,209)	-	-	(7,675,218)
G(L) on Sale of Mgtg Lns Net	G/L_ON_SALE_MTG_NET	(255,543,916)	-	517,328,893	(1,047,177)	2,300,064	-	2,803,330	265,841,194	-	-	-	265,841,194
Net servicing fees	NET_SERVICING_FEE												
Servicing fees	SERVICING_FEE_INC	217,136,463	-	926,635,188	12,612,352	(722,790)	-	(262,343)	1,155,398,970	-	-	-	1,155,398,970
Servicing asset valuation	ASSET_VAL_HEDGE_G_L	(175,120,258)	-	(587,273,409)	(11,978,149)	-	-	-	(774,371,817)	-	-	-	(774,371,817)
Net servicing fees	NET_SERVICING_FEE	42,016,205	-	339,361,779	634,203	(722,790)	-	(262,343)	381,027,153	-	-	-	381,027,153
Gain (loss) on inv securities	G/L_ON_SECURITIES	(43,226,604)	-	(44,426,497)	-	-	28,531	-	(87,624,571)	-	-	-	(87,624,571)
Real estate related revenues	RE_RELATED_REVENUES	(267,241,457)	-	5,730	-	-	-	-	(267,235,727)	-	-	-	(267,235,727)
Loss on foreclosed real estate	REO_FORECLOSED_INC	(47,754,662)	-	(11,599,739)	(686,476)	-	-	-	(60,040,876)	-	-	-	(60,040,876)
Other Income	OTHER_INCOME												
Service Fee Inc-Dep Accts-US	SAP45700	-	-	-	(7,169)	-	-	-	(7,169)	-	-	-	(7,169)
Dir Ins Prems Rev-written	SAP44600	-	-	43,911,324	-	-	-	-	43,911,324	-	-	-	43,911,324
Mtg Proc fees	SAP42010	-	-	92,583,411	5,061,833	(1,120,479)	-	-	96,524,764	-	-	-	96,524,764

EXAM10362103

		GMAC											
					GMAC Mortgage Bank (Jan 09 only)	RESI/GMAC Bank Elim (Jan 09 only)	ResCap Parent Company	ResCap Eliminations	ResCap Holding LE	GMAC Mortgage Group Parent	ResCap Investments, Inc.	GMAC Mortgage Group Elims	GMAC Mortgage Ops Consol
		GMAC RFC	Management Allocations	GMAC Residential	SAP LE1632	SAP LE5007	SAP LE5002	SAP LE5008	Sum (A...G)	SAP LE5001	SAPLE5009	SAPLE5006	+ H + I + J + K
Mtg Proc fees-Ln Orig fee De	SAP42040	432,734,235	-	(6,544,159)	(1,083,162)	-	-	-	425,106,914	-	-	-	425,106,914
Other Mtg Banking Income	SAP42050	(642,356,063)	-	-	-	-	941,106	(948,793)	(642,363,749)	-	-	-	(642,363,749)
Securitization Income -Oth	SAP49904	(26,931,748)	-	-	-	-	-	-	(26,931,748)	-	-	-	(26,931,748)
Inc Inv Sec-Dividend Inc	SAP41130	-	-	205,791	(2,860,751)	-	-	-	(2,654,961)	-	-	-	(2,654,961)
Gain/Loss on Ret of Dbt	SAP45400	-	-	-	-	-	1,735,040,024	-	1,735,040,024	-	-	-	1,735,040,024
Svc fee Inc-Mtg Stfint Svc	SAP42030	-	-	-	-	-	-	-	-	-	-	-	-
Misc Income	SAP45600	9,670	-	28,490,646	876,229	(643,260)	-	(1,940,411)	26,792,874	-	-	-	26,792,874
Oth Interco Inc	SAP49000	-	-	(5,679,402)	-	-	(6,211,717,360)	6,211,717,360	(5,679,402)	(4,543,868,344)	(37,029,145)	4,580,897,490	(5,679,401)
Other Income	OTHER_INCOME	(236,543,906)	-	152,967,609	1,986,979	(1,763,740)	(4,475,736,230)	6,208,828,157	1,649,738,870	(4,543,868,344)	(37,029,145)	4,580,897,490	1,649,738,871
Total Revenue	TOTAL_REVENUE	(477,459,188)	(0)	731,980,219	12,325,725	780,188	(4,604,829,560)	6,211,242,648	1,874,040,033	(4,543,877,553)	(37,029,145)	4,580,897,490	1,874,030,825
Provision for Loan Losses	PROV_LOAN_LOSSES	1,259,872,113	-	745,669,539	94,235,170	15,929	-	-	2,099,792,750	-	-	-	2,099,792,750
Total expenses	TOTAL_EXPENSES												
Compensation and benefits	COMP_BENEFITS	64,240,706	-	279,775,936	4,459,308	-	-	-	348,475,949	(1,930,000)	-	-	346,545,949
Professional fees	PROFESSIONAL_FEES	106,831,135	-	38,422,842	3,575,879	-	7,265,936	-	156,095,793	-	-	-	156,095,793
Data process & telecomm	DP_COMMUNICATIONS	18,553,775	-	112,683,112	873,030	-	126	-	132,110,043	-	-	-	132,110,043
Advertising	ADVERTISING	334,068	-	10,048,800	291,233	-	-	227,500	10,901,600	-	-	-	10,901,600
Occupancy	OCCUPANCY	14,199,663	-	27,870,054	233,243	-	-	-	42,302,959	-	-	-	42,302,959
Other	MISC_OPERATING_EXP	1,169,622,936	-	1,362,798,415	2,761,391	(2,293,567)	26,508,730	(108,187,243)	2,451,210,661	(1,244,849)	-	3	2,449,965,814
Non Interest Expense	TOTAL_EXPENSES	1,373,782,282	-	1,831,599,159	12,194,083	(2,293,567)	33,774,792	(107,959,743)	3,141,097,005	(3,174,849)	-	3	3,137,922,159
Income Tax Expense	INC_TAX_EXP_BENEFIT	113,536,165	-	(6,787,000)	(34,825,594)	-	(94,773,369)	-	(22,849,798)	3,691,851	37,362	-	(19,120,585)
Net Income (Loss) from Continuir	NET_INCOME_CONT_OPS	(3,224,649,748)	(0)	(1,838,501,480)	-	3,057,827	(4,543,830,982)	6,319,202,391	(3,284,721,991)	(4,544,394,555)	(37,066,507)	4,580,897,488	(3,285,285,565)
Income (Loss) from Discontinued	INCOME_FROM_DISC_OPS	(1,199,831,056)	-	-	-	-	-	-	(1,199,831,056)	-	-	-	(1,199,831,056)
Net Income (Loss)	NET_INCOME	(4,424,480,804)	(0)	(1,838,501,480)	(59,277,934)	3,057,827	(4,543,830,982)	6,319,202,391	(4,543,830,981)	(4,544,394,555)	(37,066,507)	4,580,897,488	(4,544,394,555)
		0	-	0	-	0	-	-	0	-	-	-	0

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		10010	10011	10013	10015	10017	10018	10019	10020	10021	10022	10026
Total assets	ASSETS											
Cash and cash equivalents	CASH EQUIVALENT	11,121,813	121,085	25,000	65,033	-	128,386	-	-	-	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	2,083,777,295	(0)	-	12,161,094	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	15,808,133	-	-	16,697,171	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	79,668,271	-	-	1,529,006,449	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	47,290,076	-	-	-	-	-	-	-	-	5,000,000	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	285,319,323	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	82,293,250	(1,081,902)	-	61,857,693	-	-	-	-	-	-	-
Investments in real estate	INVEST_REALESTAT_OTII	(458,073)	-	-	-	-	-	-	-	-	41,609,337	-
Other assets	OTIHER_ASSETS	3,022,648,062	77,704,716	-	(536,810,613)	-	1,635,913	-	-	112,327	84,681,337	1
Total Assets	ASSETS	5,627,468,149	76,743,899	25,000	1,082,976,828	-	1,764,299	-	-	112,327	131,290,674	1
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	867,268,546	-	-	1,583,098,910	-	-	-	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	1,686,219,149	(921,276,521)	-	42,248,760	0	(3,373,388)	(1,572,429)	(0)	(892,880)	(27,820,948)	-
Total Liabilities	LIABILITIES	2,553,487,696	(921,276,521)	-	1,625,347,670	0	(3,373,388)	(1,572,429)	(0)	(892,880)	(27,820,948)	-
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	(1)	(20)	25,000	10	-	10	-	-	-	-	-
Additional paid-in capital-	SAP30200	14,176,123,977	128,902,979	-	1,470,828,469	-	7,126,154	1,547,792	-	4,649,970	391,957,553	1
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	14,176,123,976	128,902,959	25,000	1,470,828,479	-	7,126,164	1,547,792	-	4,649,970	391,957,553	1
Ret earnings	SAP30300	-\$8,883,557,471.12	\$880,988,781.03	\$0.00	-\$1,338,171,551.15	\$0.00	-\$2,041,248.78	\$98,574.85	\$0.00	-\$3,888,432.85	-\$84,898,451.23	\$0.00
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgrl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	-\$2,200,313,272.58	\$2,150,880.98	\$0.00	-\$875,027,770.40	\$0.00	\$52,771.39	-\$73,937.48	\$0.00	\$21,888.24	-\$188,149,479.90	\$0.00
Retained Earnings	RETAINED_EARNINGS	(11,083,870,744)	869,117,462	-	(2,013,199,322)	(0)	(1,988,477)	24,637	0	(3,644,763)	(232,845,931)	-
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	(16,410,000)	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	(1,862,779)	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	(0)	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	(18,272,779)	-	-	(0)	-	-	-	-	-	-	-
Total Equity		3,073,980,453	998,020,421	25,000	(542,370,843)	(0)	5,137,687	1,572,429	0	1,005,207	159,111,622	1
Total Liabilities, Minority Interest and Equity		5,627,468,149	76,743,899	25,000	1,082,976,828	-	1,764,299	-	-	112,327	131,290,674	1
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	61,807,716	102,136,609	-	181,489,390	-	(31,572)	(92,919)	0	25,523	(31,142,134)	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	(28,308,370)	1,192,596	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	(6,242,151)	44,197,091	-	(8,148,108)	-	-	-	-	-	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		10041	10042	10043	10044	10099	10300	10301	10302	10399	10400	10500
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	-	-	-	-	11,403	10,935	11,340	-	-	1,748,402
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	-	-	38,525,532	-	-	-	(102)	-	-	-
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	-	24,137,756
Other assets	OTIHER_ASSETS	-	-	-	-	(1,646,367)	42,873,526	31,455	455	(43,113,274)	-	68,539,264
Total Assets	ASSETS	-	-	-	38,525,532	(1,646,367)	42,884,929	42,390	11,694	(43,113,274)	-	94,425,422
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	32,284,396	-	-	-	-	-	-	115,373
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	0	6,948	(0)	4,399,401	-	(9,487,645)	(33,900,132)	(8,708,281)	-	486,877	(188,929,255)
Total Liabilities	LIABILITIES	0	6,948	(0)	36,683,796	-	(9,487,645)	(33,900,132)	(8,708,281)	-	486,877	(188,813,882)
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	-	10	10	-	(10)	-	-
Additional paid-in capital-	SAP30200	-	-	-	7,000,001	(1,547,792)	(1,860)	-	-	-	3,113	584,477,532
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	-	-	-	7,000,001	(1,547,792)	(1,850)	10	-	(10)	3,113	584,477,532
Ret earnings	SAP30300	\$0.00	-\$5,082.47	\$0.00	-\$5,158,343.30	-\$98,574.85	\$49,033,429.08	\$34,378,284.21	\$8,739,069.67	-\$43,113,283.88	-\$489,678.08	-\$304,884,739.88
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgt Eq Div	SAP30305											
Net (loss) income	NET_INCOME	-\$0.01	-\$1,985.37	\$0.00	\$77.72	\$0.00	\$3,340,993.34	-\$433,751.98	-\$17,024.78	\$0.00	-\$311.79	\$3,848,511.49
Retained Earnings	RETAINED_EARNINGS	(0)	(6,948)	0	(5,158,266)	(98,575)	52,374,423	33,942,512	8,719,975	(43,113,264)	(489,990)	(301,238,228)
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	-	-	-	-	-	-	-	-	-	-	-
Total Equity		(0)	(6,948)	0	1,841,735	(1,646,367)	52,372,573	33,942,522	8,719,975	(43,113,274)	(486,877)	283,239,304
Total Liabilities, Minority Interest and Equity		-	-	-	38,525,532	(1,646,367)	42,884,929	42,390	11,694	(43,113,274)	-	94,425,422
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	-	(1,885)	0	78	-	3,596,779	(449,410)	-	-	-	2,271,084
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	-	-	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		10501	10503	10517	10550	10555	10559	10599	11000	11077	11078	11233
Total assets	ASSETS											
Cash and cash equivalents	CASH EQUIVALENT	-	-	-	-	2,505,228	-	-	-	37,002,803	3,082,225	107,394
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	11,255,792	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	8,125,272	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	-	4,574,534	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	1,044,536	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	-	690,709	-	-	-	-	-	6,362,462	329,442	7,666
Investments in real estate	INVEST_REALESTAT_OTII	-	-	22,740,013	-	-	-	-	-	-	-	-
Other assets	OTHER_ASSETS	-	-	543,795	247,218,981	-	(227,765,185)	(65,530,256)	1,185,742,533	14,762,900	-	-
Total Assets	ASSETS	-	-	23,974,517	247,218,981	2,505,228	(227,765,185)	(65,530,256)	1,185,742,533	82,083,762	4,456,203	115,060
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	-	-	-	-	12,614,062	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	(4,132,772)	(31,527,888)	25,778,368	226,765,185	(234,212,717)	-	-	112,910,715	(112,647,565)	(4,857,385)	(14,512,967)
Total Liabilities	LIABILITIES	(4,132,772)	(31,527,888)	25,778,368	226,765,185	(234,212,717)	-	-	112,910,715	(100,033,503)	(4,857,385)	(14,512,967)
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	-	-	-	1,132,035,184	1,068,678,416	92,435,002	88,528
Additional paid-in capital-	SAP30200	4,202,644	107,324,273	25,769,898	1,000,000	58,090,641	-	(195,294,530)	131,176,813	370,981,451	-	-
Preferred Int	SAP30250	-	-	-	-	227,765,185	(227,765,185)	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	4,202,644	107,324,273	25,769,898	1,000,000	285,855,826	(227,765,185)	(195,294,530)	1,263,211,997	1,439,659,866	92,435,002	88,528
Ret earnings	SAP30300	-\$89,872.08	-\$74,212,723.43	-\$8,932,118.00	\$0.00	-\$45,842,488.58	\$0.00	\$129,784,274.80	-\$37,497,331.84	-\$989,914,783.95	-\$50,072,182.83	\$14,058,111.21
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgt Eq Div	SAP30305											
Net (loss) income	NET_INCOME	\$0.00	-\$1,583,881.80	-\$17,841,832.39	\$19,453,796.00	-\$3,495,382.15	\$0.00	\$0.00	-\$8,771,368.32	-\$340,482,081.75	-\$23,803,189.52	\$228,541.94
Retained Earnings	RETAINED_EARNINGS	(69,872)	(75,796,385)	(27,573,749)	19,453,796	(49,137,881)	-	129,764,275	(46,268,688)	(1,330,376,846)	(73,875,352)	14,287,653
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	-	(144,111,491)	72,834,245	(9,246,062)	251,845
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	-	-	-	-	-	-	-	(144,111,491)	72,834,245	(9,246,062)	251,845
Total Equity		4,132,772	31,527,888	(1,803,851)	20,453,796	236,717,945	(227,765,185)	(65,530,256)	1,072,831,818	182,117,266	9,313,588	14,628,026
Total Liabilities, Minority Interest and Equity		-	-	23,974,517	247,218,981	2,505,228	(227,765,185)	(65,530,256)	1,185,742,533	82,083,762	4,456,203	115,060
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	-	(5,781)	-	-	(269,725)	-	(2,264,897)	(6,979,716)	(20,699,357)	(11,474,181)	320,598
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	-	-	-	-	-	-	(42,455,494)	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	-	15,944,345	1,687,242	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		11255	11257	11258	11259	11333	11334	11343	11353	11354	11382	11700
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	-	-	-	-	-	-	-	-	-	32,517
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	(0)	-	0	(541)	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	69,296,134	72,765,505	108,396,093	321,468,958	183,594,216	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	-	-	-	(10,814)	(11,112)	(15,462)	(45,862)	(26,771)	20,187	-
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTIIER_ASSETS	(0)	161	-	-	1,650,185	1,977,640	17,363,681	58,427,289	12,714,591	-	9,406,362
Total Assets	ASSETS	(0)	161	-	-	70,935,505	74,732,033	125,744,313	379,850,385	196,281,495	20,187	9,438,879
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	64,564,575	68,618,785	119,034,541	370,033,897	190,263,126	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIIER_TOTAL_LIAB	(4,637,637)	40,433	129,228	(7,896,402)	25,556,607	21,787,197	11,557,271	11,365,130	6,712,334	-	13,469,511
Total Liabilities	LIABILITIES	(4,637,637)	40,433	129,228	(7,896,402)	90,121,181	90,405,982	130,591,812	381,399,027	196,975,461	-	13,469,511
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	181	196	158	6,228,035	20,645	22,395	22,892	22,060	22,060	25,034	1
Additional paid-in capital-	SAP30200	8,267,523	-	-	-	-	-	-	-	-	-	335,645,591
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	8,267,704	196	158	6,228,035	20,645	22,395	22,892	22,060	22,060	25,034	335,645,593
Ret earnings	SAP30300	\$-11,148,280.43	\$0.00	\$-418,884.23	\$3,275,551.27	\$-15,817,837.45	\$-12,827,104.53	\$-3,894,911.23	\$-4,870,410.49	\$-2,270,871.48	\$-47.94	\$-314,733,030.42
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgrl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	\$8,489,570.98	\$0.00	\$0.00	\$-102,820.43	\$-4,859,507.59	\$-3,841,047.58	\$-1,202,502.52	\$3,814,078.84	\$1,892,308.14	\$48.87	\$-1,783,303.24
Retained Earnings	RETAINED_EARNINGS	(4,678,709)	-	(418,664)	3,172,931	(20,477,345)	(16,668,152)	(5,097,414)	(1,056,334)	(378,662)	1	(316,516,334)
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Acctng policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	1,048,643	(40,467)	289,279	(1,504,564)	1,271,024	971,809	227,023	(514,367)	(337,363)	(4,847)	(23,159,891)
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	1,048,643	(40,467)	289,279	(1,504,564)	1,271,024	971,809	227,023	(514,367)	(337,363)	(4,847)	(23,159,891)
Total Equity		4,637,637	(40,272)	(129,228)	7,896,402	(19,185,676)	(15,673,949)	(4,847,499)	(1,348,642)	(693,966)	20,187	(4,030,632)
Total Liabilities, Minority Interest and Equity		(0)	161	-	-	70,935,505	74,732,033	125,744,313	379,850,385	196,281,495	20,187	9,438,879
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	-	-	-	-	1,194,522	1,391,933	1,939,416	4,459,392	2,119,415	-	(488,523)
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	(176,767)	(174,717)	(191,522)	(345,438)	(272,136)	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		11701	11702	11755	11788	11787	11778	11777	11778	11779	11780	11781
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	328,051	10,594,185	-	-	17,572,567	16,922,567	48,577,518	2,192,404	-	1,276,215	811,642
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	1,238,267	8,134,744	-	-	1,122,066
Trading securities	TRADING_SEC	-	-	-	-	-	-	(0)	-	(34,514,579)	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	208,807,133	98,889,540	(145,031)	-	-	(457)
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	2,622,080	(28,168,616)	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	-	-	-	850,933	17,035,923	1,499,897	12,256,493	(267,254)	216,844	120,371
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTIHER_ASSETS	487,046	5,174,695	-	-	361,592	210,954,676	247,448,508	2,243,537	(183,028,008)	266,858	1,627,539
Total Assets	ASSETS	815,097	15,768,881	-	-	18,785,092	456,342,378	369,485,114	24,682,147	(217,809,840)	1,759,916	3,681,161
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	-	0	(40,054,898)	-	(70,647,803)	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	579,433	(709,545)	-	0	967,161	46,094,780	264,194,892	17,665,944	(267,254)	1,605,365	(4,335,422)
Total Liabilities	LIABILITIES	579,433	(709,545)	-	0	967,161	46,094,780	224,139,994	17,665,944	(70,915,057)	1,605,365	(4,335,422)
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	11,801	28,450,000	-	-	24,909,000	21,962	18,614	24,635	(70,922)	2	21,652
Additional paid-in capital-	SAP30200	-	-	-	-	1,847,690	2,325,870,719	544,275,471	30,535,500	(587,274,968)	-	12,464,000
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	11,801	28,450,000	-	-	26,756,690	2,325,892,681	544,294,085	30,560,135	(587,345,890)	2	12,485,652
Ret earnings	SAP30300	\$319,881.28	-\$11,733,108.52	\$0.00	\$0.00	-\$10,998,358.27	-\$1,584,001,357.29	-\$391,389,878.99	-\$15,902,108.30	\$413,371,775.89	\$115,320.86	-\$8,485,871.54
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgt Eq Div	SAP30305											
Net (loss) income	NET_INCOME	-\$15,170.49	-\$2,827,952.84	\$0.00	\$0.00	-\$1,872,980.37	-\$280,834,702.17	-\$21,014,368.11	-\$4,317,731.10	\$38,711,114.19	\$38,877.72	\$1,988,795.82
Retained Earnings	RETAINED_EARNINGS	304,691	(14,361,061)	-	-	(12,872,347)	(1,844,636,059)	(412,404,336)	(20,219,837)	450,082,890	153,999	(4,475,876)
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	(80,827)	2,389,487	-	(0)	3,933,588	(71,009,022)	13,455,370	(3,324,095)	(9,631,783)	551	6,806
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS I	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	(80,827)	2,389,487	-	(0)	3,933,588	(71,009,022)	13,455,370	(3,324,095)	(9,631,783)	551	6,806
Total Equity		235,664	16,478,426	-	(0)	17,817,931	410,247,599	145,345,119	7,016,202	(146,894,783)	154,551	8,016,582
Total Liabilities, Minority Interest and Equity		815,097	15,768,881	-	-	18,785,092	456,342,378	369,485,114	24,682,147	(217,809,840)	1,759,916	3,681,161
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	(10,256)	600,551	-	-	177,928	(5,348,332)	28,643,900	(1,485,260)	-	-	(586,844)
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	-	-	-	(8,795,539)	(2,569,031)	(857,871)	-	-	2,623,002
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	(73,367)	(31,375,808)	-	-	-	72,252

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		11784	11785	11786	11788	11799	11802	11803	11804	11805	11806	11807
Total assets	ASSETS											
Cash and cash equivalents	CASH EQUIVALENT	1,096,550	(1,558,257)	26,242	1,080,444	-	-	-	-	-	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	4,000,736	91,448,840	22,569,683	-	-	236,985,044	(0)	-	-	-	-
Trading securities	TRADING_SEC	28,166,203	-	34,514,579	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	142,950,350	6,833,063	88,727,581	-	-	0	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	1,734,976	455,446	1,926,776	-	-	(901,526)	-	-	825,352	-	-
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTIHER_ASSETS	-	4,899,552	51,241	19,985,768	(19,903,446)	27,677,157	-	-	78,080	-	-
Total Assets	ASSETS	177,948,814	102,078,645	147,816,101	21,066,212	(19,903,446)	263,760,674	(0)	-	903,432	-	-
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	(0)	123,163,234	-	-	-	159,405,113	-	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	314,431,424	(7,958,323)	355,322,646	32,588,118	-	240,547,583	(16,142)	(5,245)	(122,565,462)	(4,706)	(1,511)
Total Liabilities	LIABILITIES	314,431,424	115,204,911	355,322,646	32,588,118	-	399,952,696	(16,142)	(5,245)	(122,565,462)	(4,706)	(1,511)
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	131,323	(24,910,917)	4	4	2	2	2	2
Additional paid-in capital-	SAP30200	164,689,123	-	-	45,572,279	(2,795,106)	-	-	-	-	-	-
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	164,689,123	-	-	45,703,602	(27,706,023)	4	4	2	2	2	2
Ret earnings	SAP30300	-\$129,043,870.91	\$0.00	\$0.00	-\$51,202,879.87	\$10,878,318.78	-\$92,948,511.87	\$8,887,827.00	\$3,179,047.11	\$82,704,178.34	\$2,743,919.08	-\$130,100.48
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgrl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	-\$164,985,598.43	-\$11,883,402.95	-\$204,101,848.38	-\$1,271,708.76	\$0.00	-\$38,818,804.93	\$8,813,191.94	-\$124,758.51	\$41,707,418.22	\$4,108,897.58	\$204,987.99
Retained Earnings	RETAINED_EARNINGS	(294,909,239)	(11,883,403)	(204,101,848)	(52,474,588)	10,976,317	(129,568,317)	17,300,819	3,051,291	134,411,597	6,850,817	74,868
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	(6,262,494)	(1,242,863)	(3,404,697)	(4,750,919)	(3,173,740)	(6,623,708)	(17,284,681)	(3,046,047)	(10,942,704)	(6,846,113)	(73,358)
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	(6,262,494)	(1,242,863)	(3,404,697)	(4,750,919)	(3,173,740)	(6,623,708)	(17,284,681)	(3,046,047)	(10,942,704)	(6,846,113)	(73,358)
Total Equity		(136,482,610)	(13,126,266)	(207,506,545)	(11,521,906)	(19,903,446)	(136,192,022)	16,142	5,245	123,468,894	4,706	1,511
Total Liabilities, Minority Interest and Equity		177,948,814	102,078,645	147,816,101	21,066,212	(19,903,446)	263,760,674	(0)	0	903,432	0	(0)
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	7,074,905	2,844,974	4,770,836	(1,334,157)	-	12,254,602	21	-	(15,608)	(736)	427
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	(135,514,985)	(14,414,368)	(161,516,674)	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	(745,050)	-	-	(323,567)	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		11808	11809	11810	11828	11888	11900	11901	11997	11999	12000	12001
Total assets	ASSETS											
Cash and cash equivalents	CASH EQUIVALENT	-	4,257,316	14,713,579	-	394,499	-	-	-	-	1,388,543	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	157,805,746	147,248,604	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	26,161,564	79,148,233	-	-	720,958,050	430,753,801	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	15,978,913	48,546,331	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	(451,531,868)	(573,554,033)	-	0	3,233,799	(20,024,474)	-	-	-	-
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTIIER_ASSETS	-	6,427,811	4,837,230	-	-	22,840,478	25,538,329	(12,458,783)	(1,185,742,695)	(20,581,109)	-
Total Assets	ASSETS	-	(240,900,517)	(279,060,057)	-	394,499	747,032,328	436,267,656	(12,458,783)	(1,185,742,695)	(19,192,567)	-
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	0	0	-	-	777,830,609	443,832,839	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIIER_TOTAL_LIAB	(3,672)	(10,961)	109,884	-	(144,082,716)	44,030,415	1,674,500	2,600,465	(0)	663,961	-
Total Liabilities	LIABILITIES	(3,672)	(10,961)	109,884	-	(144,082,716)	821,861,025	445,507,339	2,600,465	(0)	663,961	-
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	2	-	-	-	803	26,537	-	(28,581,951)	(1,167,456,344)	5,923	-
Additional paid-in capital-	SAP30200	-	189,134,722	-	-	100,174,197	-	-	(42,870,976)	(96,761,811)	32,252,165	-
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	2	189,134,722	-	-	100,175,001	26,537	-	(71,452,927)	(1,264,218,155)	32,258,088	-
Ret earnings	SAP30300	-\$0,855,750.35	-\$340,815,033.30	-\$48,211,887.71	-\$298,707.82	\$29,178,052.39	-\$32,527,742.50	\$0.00	\$59,852,883.87	-\$88,978,703.82	\$4,384,301.50	\$0.00
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgtl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	\$8,739,590.71	-\$130,581,521.84	-\$226,041,489.23	\$0.00	\$2,984,753.22	-\$35,035,508.42	-\$9,510,285.17	-\$1,882,042.57	-\$74,259.85	-\$42,882,150.49	\$0.00
Retained Earnings	RETAINED_EARNINGS	83,840	(471,396,555)	(274,253,337)	(296,708)	32,162,806	(67,563,249)	(9,510,265)	57,970,921	(87,052,964)	(38,237,849)	-
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	(80,170)	41,372,278	(4,916,604)	296,708	12,139,408	(7,291,985)	270,582	(1,577,241)	165,528,424	(13,876,767)	-
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	(80,170)	41,372,278	(4,916,604)	296,708	12,139,408	(7,291,985)	270,582	(1,577,241)	165,528,424	(13,876,767)	-
Total Equity		3,672	(240,889,555)	(279,169,941)	-	144,477,215	(74,828,697)	(9,239,684)	(15,059,248)	(1,185,742,694)	(19,856,528)	-
Total Liabilities, Minority Interest and Equity		(0)	(240,900,517)	(279,060,057)	-	394,499	747,032,328	436,267,656	(12,458,783)	(1,185,742,695)	(19,192,567)	-
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	8,060	36,061,128	23,042,393	-	4,085,676	(12,243,730)	5,071,979	(24,824)	(69,889)	962,752	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	(69,349,577)	(103,150,593)	-	-	(21,371)	5,086,003	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	(1,962,829)	(2,433,704)	-	-	-	-	-	-	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		12004	12005	12006	12009	12011	12013	12099	12100	12310	12700	12725
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	-	-	-	-	-	-	13,684,692	-	617,195	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	12,198,503	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	9,028,607	-	31,580	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	3,977,403	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	119,603,107	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	-	-	-	-	-	-	1,594,461	-	-	-
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTIHER_ASSETS	-	-	-	-	-	-	-	47,983,540	-	(0)	-
Total Assets	ASSETS	-	-	-	-	-	-	-	208,070,314	-	648,775	-
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	-	-	-	167,444,082	-	(0)	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	-	-	-	-	-	-	(1)	5,575,512	0	508,301	-
Total Liabilities	LIABILITIES	-	-	-	-	-	-	(1)	173,019,595	0	508,301	-
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	-	-	-	86,946,073	-	927,694	-
Additional paid-in capital-	SAP30200	-	-	-	-	-	-	-	-	-	7,860,510	-
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	-	-	-	-	-	-	-	86,946,073	-	8,788,204	-
Ret earnings	SAP30300	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$7,510,302.39	\$0.00	-\$10,273,022.45	\$0.00
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgrl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	-\$54,279,489.72	\$0.00	-\$458,719.88	\$0.00
Retained Earnings	RETAINED_EARNINGS	-	-	-	-	-	-	0	(46,769,097)	(0)	(10,729,742)	-
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Acctng policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	1	(5,126,257)	-	2,082,013	-
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	-	-	-	-	-	-	1	(5,126,257)	-	2,082,013	-
Total Equity		-	-	-	-	-	-	1	35,050,719	(0)	140,474	-
Total Liabilities, Minority Interest and Equity		-	-	-	-	-	-	0	208,070,314	-	648,775	-
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	-	-	-	-	-	-	-	(1,038,423)	-	162,170	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	-	-	-	-	-	(12,284,262)	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	359,115	-	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		12799	12800	12999	13000	13001	13002	13003	13099	13200	13300	13400
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	-	-	-	-	-	-	-	16,001	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	-	-	-	-	-	-	-	-	-	-
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTHER_ASSETS	0	-	20,591,813	-	-	-	-	(116,181)	1,148	-	-
Total Assets	ASSETS	0	-	20,591,813	-	-	-	-	(116,181)	17,150	-	-
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	(0)	-	-	-	-	-	-	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIIER_TOTAL_LIAB	(5)	-	-	0	0	-	(93,450)	-	(263,001,039)	(89,529,940)	137,817,470
Total Liabilities	LIABILITIES	(5)	-	-	0	0	-	(93,450)	-	(263,001,039)	(89,529,940)	137,817,470
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	0	-	(41,910,272)	-	-	-	-	-	10	-	-
Additional paid-in capital-	SAP30200	-	-	-	-	-	-	650,000	(650,000)	159,970,351	194,974,133	(95,076,179)
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	0	-	(41,910,272)	-	-	-	650,000	(650,000)	159,970,361	194,974,133	(95,076,179)
Ret earnings	SAP30300	\$0.00	\$43,802.03	\$0.00	-\$0.01	-\$0.01	\$0.00	-\$533,818.81	\$533,818.81	\$103,074,822.90	-\$105,444,192.81	-\$42,741,291.18
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgt Eq Div	SAP30305											
Net (loss) income	NET_INCOME	\$0.00	-\$43,802.03	\$43,181,991.24	\$0.00	\$0.01	\$0.00	-\$22,731.18	\$0.00	-\$28,795.45	\$0.00	\$0.00
Retained Earnings	RETAINED_EARNINGS	-	-	43,181,991	(0)	(0)	-	(556,550)	533,819	103,047,827	(105,444,193)	(42,741,291)
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	5	-	19,320,093	-	-	-	-	-	-	-	-
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	5	-	19,320,093	-	-	-	-	-	-	-	-
Total Equity		5	-	20,591,813	(0)	(0)	-	93,450	(116,181)	263,018,189	89,529,940	(137,817,470)
Total Liabilities, Minority Interest and Equity		0	-	20,591,813	-	-	-	-	(116,181)	17,150	-	-
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	-	-	0	-	0	(0)	-	-	-	-	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	-	-	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		13500	14000	14025	14040	14042	14050	14075	14997	14999	15000	15010
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	5,713,866	-	0	-	-	44,284	-	-	0	(0)
Mortgage loans held for sale	MTG_LOANS_IIFS	-	406,722	-	0	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	15,066,573	-	0	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	3,260,964	-	(0)	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	0	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	419,340	-	(0)	-	-	5,530	-	-	(0)	-
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTIIER_ASSETS	12,418	30,500,883	-	(0)	-	-	730,512,268	(730,512,264)	(1)	-	-
Total Assets	ASSETS	12,418	55,368,347	-	0	-	-	730,562,083	(730,512,264)	(1)	0	(0)
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	0	-	-	-	-	(0)	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIIER_TOTAL_LIAB	1,030,359	2,755,320	(0)	0	(0)	(1)	4,628	-	-	0	-
Total Liabilities	LIABILITIES	1,030,359	2,755,320	(0)	0	(0)	(1)	4,628	-	-	0	-
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	81,413,870	-	-	-	1	38,817,507	(30,137,805)	-	-	-
Additional paid-in capital-	SAP30200	(2,623)	111,789,060	-	-	5	-	2,269,524,013	(2,469,682,535)	-	-	-
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	(2,623)	193,202,930	-	-	5	1	2,308,341,520	(2,499,820,341)	-	-	-
Ret earnings	SAP30300	-\$842,489.10	-\$148,081,357.33	\$0.00	\$0.00	\$0.00	\$0.00	-\$1,345,985,754.82	\$1,530,855,488.75	-\$3,873,273.79	\$851,487.31	\$8,781.89
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgrl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	-\$172,848.76	-\$18,292,870.48	\$0.00	\$0.04	\$0.00	\$0.00	-\$122,120,218.00	\$125,804,802.15	\$4,185,117.04	-\$851,487.35	-\$8,781.41
Retained Earnings	RETAINED_EARNINGS	(1,015,318)	(165,274,228)	-	0	-	-	(1,468,085,971)	1,656,260,272	311,843	(0)	0
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Actgng policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	24,684,325	0	(0)	(5)	0	(109,698,094)	113,047,805	(311,844)	0	(1)
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	-	24,684,325	0	(0)	(5)	0	(109,698,094)	113,047,805	(311,844)	0	(1)
Total Equity		(1,017,941)	52,613,028	0	-	0	1	730,557,455	(730,512,264)	(1)	0	(0)
Total Liabilities, Minority Interest and Equity		12,418	55,368,347	-	0	(0)	-	730,562,083	(730,512,264)	(1)	0	(0)
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	(185,267)	(3,710,703)	-	-	-	-	-	-	-	490,156	412
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	(1,096,844)	-	(0)	-	-	-	-	1,447,152	-	-
Net servicing fees	NET_SERVICING_FEE	-	844,403	-	-	-	-	-	-	-	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		15020	15025	15999	16113	16114	16115	16220	16221	16230	16240	16251
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	-	-	-	-	-	10,862,014	-	-	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	(33,270,006)	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	-	-	-	-	-	-	-	-	-	-
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	24,234,645	-	-	-	-	-
Other assets	OTIHER_ASSETS	-	-	-	6,434,839	26,409,616	10,646,344	32,195,650	-	12,308,420	227,309	-
Total Assets	ASSETS	-	-	-	6,434,839	26,409,616	34,880,989	9,787,658	-	12,308,420	227,309	-
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	-	-	(33,270,006)	13,363,282	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	(0)	0	(0)	(5,431,621)	144,662,037	4,550,000	(20,339,898)	(13,970,962)	719,481	(8,161,156)	65,903
Total Liabilities	LIABILITIES	(0)	0	(0)	(5,431,621)	144,662,037	4,550,000	(53,609,905)	(607,680)	719,481	(8,161,156)	65,903
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	-	-	-	-	-	-	-
Additional paid-in capital-	SAP30200	-	-	-	388,443	(14,706)	21,444,542	75,171,019	13,970,962	31,215,423	16,855,749	-
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	-	-	-	388,443	(14,706)	21,444,542	75,171,019	13,970,962	31,215,423	16,855,749	-
Ret earnings	SAP30300	\$0.00	\$0.00	\$0.00	\$11,003,280.39	-\$131,890,888.03	\$0.00	-\$15,029,713.08	-\$13,363,282.24	-\$18,518,414.53	-\$5,978,487.35	-\$85,550.95
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgt Eq Div	SAP30305											
Net (loss) income	NET_INCOME	-\$0.03	\$0.00	\$0.00	\$474,738.95	\$13,453,173.36	\$8,886,447.38	\$3,258,255.88	\$0.00	-\$3,110,070.37	-\$2,490,818.85	-\$352.49
Retained Earnings	RETAINED_EARNINGS	(0)	(0)	-	11,478,017	(118,237,715)	8,886,447	(11,773,457)	(13,363,282)	(19,626,485)	(8,467,284)	(65,903)
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Acctng policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	0	(0)	0	-	-	-	-	-	-	-	-
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	0	(0)	0	-	-	-	-	-	-	-	-
Total Equity		0	(0)	0	11,866,460	(118,252,421)	30,330,989	63,397,562	607,680	11,588,938	8,388,465	(65,903)
Total Liabilities, Minority Interest and Equity		(0)	(0)	-	6,434,839	26,409,616	34,880,989	9,787,658	-	12,308,420	227,309	-
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	5,211	79	-	-	(12,956,442)	-	4,041,121	-	-	-	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	-	-	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		18280	18283	18294	18285	18287	18288	18289	18270	18271	18272	18273
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	25,989,507	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVABLE	-	112	-	-	-	-	-	-	-	-	6
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	699,825	-	-	-	-	1,291,245
Other assets	OTIIER_ASSETS	4,334	691,894	67	(6,521)	109,347	39,290,676	3,340,014	-	414,637	-	2,562,707
Total Assets	ASSETS	25,993,841	692,006	67	(6,521)	109,347	39,290,676	4,039,839	-	414,637	-	3,853,958
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	19,854	-	-	-	33,270,006	-	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIIER_TOTAL_LIAB	10,160,496	(13,929,289)	(99,625)	(13,930,214)	(36,603,120)	5,503,665	(13,933,079)	(697,168)	(8,026,645)	(48,334)	(11,260,439)
Total Liabilities	LIABILITIES	10,160,496	(13,909,435)	(99,625)	(13,930,214)	(36,603,120)	38,773,671	(13,933,079)	(697,168)	(8,026,645)	(48,334)	(11,260,439)
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	-	-	-	-	-	-	-
Additional paid-in capital-	SAP30200	29,893,722	47,793,822	241,046	30,831,721	40,257,485	100,000	85,712,012	2,678,095	11,947,642	-	19,309,234
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	29,893,722	47,793,822	241,046	30,831,721	40,257,485	100,000	85,712,012	2,678,095	11,947,642	-	19,309,234
Ret earnings	SAP30300	-\$13,119,732.48	-\$32,048,883.22	\$343,314.17	-\$15,729,188.88	-\$2,482,575.45	\$0.00	-\$52,394,477.37	-\$1,114,417.87	-\$4,854,190.13	\$48,970.88	-\$8,581,853.21
Ret earnings-Members' Int Di	SAP30301	-	-	-	-	-	-	-	-	-	-	-
Ret earnings-Preferred Int D	SAP30302	-	-	-	-	-	-	-	-	-	-	-
Ret earnings-Mgrl Eq Div	SAP30305	-	-	-	-	-	-	-	-	-	-	-
Net (loss) income	NET_INCOME	-\$940,843.94	-\$245,498.21	-\$484,087.86	-\$1,178,838.98	-\$1,082,443.17	\$417,004.82	-\$15,344,816.80	-\$888,508.95	\$1,147,829.74	-\$838.95	\$2,388,815.57
Retained Earnings	RETAINED_EARNINGS	(14,060,376)	(33,192,381)	(141,354)	(16,908,028)	(3,545,019)	417,005	(67,739,094)	(1,980,927)	(3,506,360)	48,334	(4,194,838)
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	-	-	-	-	-	-	-	-	-	-	-
Total Equity		15,833,345	14,601,441	99,692	13,923,693	36,712,466	517,005	17,972,918	697,168	8,441,282	48,334	15,114,396
Total Liabilities, Minority Interest and Equity		25,993,841	692,006	67	(6,521)	109,347	39,290,676	4,039,839	-	414,637	-	3,853,958
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOME	20,150	(413,963)	-	-	-	-	-	-	-	-	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	-	-	-	-

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54

As Of Reporting Date: 2009-12-31
Report Layout: EXT_RPTG_TB_LE_DETAIL RFC_YTD

ENTERPRISE_ACCOUNT Tree Version

		18299	19950	19950	19998	19999	30003	30004	40014	41888	Consolidated RFC
Total assets	ASSETS										
Cash and cash equivalents	CASH_EQUIVALENT	-	(57,751,805)	(97,720,716)	-	-	140,722,616	-	-	-	217,825,286
Mortgage loans held for sale	MTG_LOANS_IIFS	-	(85,917,157)	(128,514,335)	-	-	-	-	-	-	2,575,921,101
Trading securities	TRADING_SEC	-	(8,125,272)	(28,166,203)	-	(8,114,305)	-	-	-	-	48,517,760
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	(865,405,236)	(1,697,774,030)	-	(6,704,297)	-	-	-	-	1,609,208,790
Lending receivables, net	LENDING_REC_NET	-	-	-	-	0	100,193,814	-	-	-	304,386,771
Mortgage servicing rights	MTG_SERVICING_RIGHTS	-	-	25,546,536	-	-	-	-	-	-	285,319,323
Accounts receivable	ACCOUNTS_RECEIVABLE	-	(6,426,965)	(18,828,416)	-	(612,230)	810,083	-	-	-	(840,265,508)
Investments in real estate	INVEST_REALESTAT_OTII	-	-	-	-	-	-	-	-	-	114,254,747
Other assets	OTIIER_ASSETS	(32,983,677)	845,083,435	1,424,157,163	(1)	(2,684,529,705)	(17,478,044)	76,244,897	-	-	2,976,452,560
Total Assets	ASSETS	(32,983,677)	(178,543,001)	(521,300,000)	(1)	(2,699,960,538)	224,248,470	76,244,897	-	-	7,291,620,829
Total liabilities	LIABILITIES										
Total borrowings	TOTAL_BORROWINGS	-	(825,128,986)	(1,151,015,645)	-	(128,736,207)	-	-	-	-	2,777,371,686
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIIER_TOTAL_LIAB	-	824,805,985	1,151,015,645	-	117,326,372	130,168,759	601,178	-	(0)	3,660,377,038
Total Liabilities	LIABILITIES	-	(323,001)	(0)	-	(11,409,835)	130,168,759	601,178	-	(0)	6,437,748,723
Member's interest	MEMBERS_INTEREST										
Common Stock	SAP30101	-	-	-	-	(1,268,285,008)	10	-	-	-	6
Additional paid-in capital-	SAP30200	(46,346,960)	(178,220,000)	(521,300,000)	(1)	(6,108,582,880)	-	88,072,579	-	-	14,176,120,882
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	(46,346,960)	(178,220,000)	(521,300,000)	(1)	(7,376,867,889)	10	88,072,579	-	-	14,176,120,888
Ret earnings	SAP30300	\$13,383,282.24	\$0.00	\$0.00	\$0.00	\$4,711,893,349.00	\$0.00	\$0.00	\$3,230,834.88	\$188,287.08	(8,885,378,109)
Ret earnings-Members' Int Di	SAP30301	-	-	-	-	-	-	-	-	-	-
Ret earnings-Preferred Int D	SAP30302	-	-	-	-	-	-	-	-	-	-
Ret earnings-Mgrl Eq Div	SAP30305	-	-	-	-	-	-	-	-	-	-
Net (loss) income	NET_INCOME	\$0.00	\$0.00	\$0.00	\$0.00	-\$23,332,800.20	\$94,079,700.95	-\$12,428,880.79	-\$3,230,834.88	-\$188,300.31	(4,424,480,804)
Retained Earnings	RETAINED_EARNINGS	13,363,282	-	(0)	-	4,688,360,549	94,079,701	(12,428,861)	-	(33)	(13,309,858,913)
Accumulated other comp inc	ACCUM_OTH_COMP_INC										
Cum Chg in Accting policy	SAP30304	-	-	-	-	-	-	-	-	-	-
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	(16,410,000)
Accum Trans Adj-	SAP30400	-	-	-	-	(43,363)	-	-	-	33	4,020,130
Accum Trans Adj-Def Tx Adj	SAP30401	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	(0)
Der Mkt Adj-Def Tx	SAP30601	-	-	-	-	-	-	-	-	-	-
Def Tax - OCI Pension	SAP30701	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comp Income	ACCUM_OTH_COMP_INC	-	-	-	-	(43,363)	-	-	-	33	(12,389,870)
Total Equity		(32,983,677)	(178,220,000)	(521,300,000)	(1)	(2,688,550,702)	94,079,711	75,643,718	-	0	853,872,105
Total Liabilities, Minority Interest and Equity		(32,983,677)	(178,543,001)	(521,300,000)	(1)	(2,699,960,538)	224,248,470	76,244,897	-	(0)	7,291,620,829
Total net revenue	TOTAL_REVENUE										
Net interest income	NET_INTEREST_INCOME	-	-	(27,663,146)	-	12,448	(22,042,834)	(692,775)	1,383,165	90,943	330,835,153
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_NET	-	-	315,980,835	-	(1,538,524)	-	-	-	-	(255,543,916)
Net servicing fees	NET_SERVICING_FEE	-	-	31,376,923	-	0	-	-	-	-	42,016,205

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		10010	10011	10013	10015	10017	10018	10019	10020	10021	10022	10026
Gain (loss) on inv securities	G/L_ON_SECURITIES	(46,053,932)	-	-	5,829,778	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	(5,127,654)	-	-	-	-	-	-	-	-	(222,338,683)	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	(14,962,923)	582,483	-	7,374,306	-	443,512	240,616	-	-	-	-
Other Income	OTHER_INCOME	(406,823,707)	-	-	(188,133,699)	-	-	-	-	-	-	-
Total Revenue	TOTAL_REVENUE	(445,711,022)	148,108,779	-	(1,588,333)	-	411,939	147,698	0	25,523	(253,480,817)	-
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	435,501,188	-	-	80,616,704	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	34,720,044	-	-	-	-	-	-	-	-	(650,000)	-
Provision for Loan Losses	PROV_LOAN_LOSSES	470,221,232	-	-	80,616,704	-	-	-	-	-	(650,000)	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	38,735,194	1,238,873	-	-	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	92,992,464	3,019,678	-	21,119	-	-	-	-	-	-	-
Data process & telecomm	DP_COMMUNICATIONS	6,851,571	425,631	-	-	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	516	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	2,801,647	76,622	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXP	863,190,569	215,223,091	-	9,882,888	-	348,714	221,635	-	-	-	-
Non Interest Expense	TOTAL_EXPENSES	1,004,571,444	219,984,410	-	9,904,008	-	348,714	221,635	-	-	-	-
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	(209,652,179)	(64,173,315)	-	505,328,082	-	9,063	-	-	3,341	(73,409,647)	-
U.S. St Tx Exp-Curr Yr	SAP59010	(31,386,727)	(9,852,997)	-	77,590,644	-	1,391	-	-	513	(11,271,690)	-
U.S. St TxExp-Uncrtm Tx Post	SAP59019	(457,740)	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	6,220	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	(241,490,426)	(74,026,312)	-	582,918,726	-	10,454	-	-	3,854	(84,681,337)	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	-\$1,879,013,272.58	\$2,150,880.98	\$0.00	-\$875,027,770.40	\$0.00	\$52,771.39	-\$73,937.48	\$0.00	\$21,889.24	-\$188,149,479.90	\$0.00
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	(521,300,000)	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	(521,300,000)	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	-\$2,200,313,272.58	\$2,150,880.98	\$0.00	-\$875,027,770.40	\$0.00	\$52,771.39	-\$73,937.48	\$0.00	\$21,889.24	-\$188,149,479.90	\$0.00

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		10041	10042	10043	10044	10099	10300	10301	10302	10399	10400	10500
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	-	(1,274,160)
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	-	-	-	-	-	-	-	-	-
Other Income	OTIHER_INCOME	-	-	-	-	-	-	-	-	-	-	229,606
Total Revenue	TOTAL_REVENUE	-	(1,885)	0	78	-	3,596,779	(449,410)	-	-	-	1,226,530
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	931
Professional fees	PROFESSIONAL_FEES	-	-	-	-	-	-	-	-	-	-	639,908
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	-	-	430	428	436	-	-	16,755
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	487
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	-	-	49,254
Other	MISC_OPERATING_EXP	-	-	-	-	-	15,608	15,369	17,044	-	312	(3,127,317)
Non Interest Expense	TOTAL_EXPENSES	-	-	-	-	-	16,038	15,797	17,480	-	312	(2,419,981)
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	207,836	(27,268)	(395)	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	0	-	-	-	-	31,912	(4,187)	(61)	-	-	0
U.S. St TxExp-Uncrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	0	-	-	-	-	239,748	(31,455)	(455)	-	-	0
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	-\$0.01	-\$1,885.37	\$0.00	\$77.72	\$0.00	\$3,340,993.34	-\$433,751.98	-\$17,024.78	\$0.00	-\$311.79	\$3,848,511.49
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	-\$0.01	-\$1,885.37	\$0.00	\$77.72	\$0.00	\$3,340,993.34	-\$433,751.98	-\$17,024.78	\$0.00	-\$311.79	\$3,848,511.49

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

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ENTERPRISE_ACCOUNT Tree Version

		10501	10503	10517	10550	10555	10559	10599	11000	11077	11078	11233
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	659,285	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	(965,025)	(15,012,942)	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	-	-	-	-	-	-	(886,928)	-	-
Other Income	OTIHER_INCOME	-	-	-	-	-	-	(229,606)	55,714	(15,059,641)	379,814	18,478
Total Revenue	TOTAL_REVENUE	-	(970,806)	(15,012,942)	-	(269,725)	-	(2,494,504)	(6,924,002)	(62,497,788)	(9,407,125)	339,075
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	-	211,629,631	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	(131,404)	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	-	211,629,631	(131,404)	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	17,434,499	1,216,473	-
Professional fees	PROFESSIONAL_FEES	-	-	-	-	-	-	-	33,760	2,549,121	1,498,447	17,904
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	-	-	-	-	-	6,725,475	19,670	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	324,290	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	9,781,779	25,091	-
Other	MISC_OPERATING_EXP	-	612,856	2,628,690	-	3,225,667	-	(2,494,504)	54,635	58,499,103	(119,222)	2,443
Non Interest Expense	TOTAL_EXPENSES	-	612,856	2,628,690	-	3,225,667	-	(2,494,504)	88,395	95,314,266	2,640,459	20,348
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	(16,864,357)	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	0	(2,589,439)	-	-	-	-	-	-	-
U.S. St TxExp-Unclrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	1,758,959	(28,979,623)	11,887,009	90,185
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	0	(19,453,796)	-	-	-	1,758,959	(28,979,623)	11,887,009	90,185
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	\$0.00	-\$1,583,061.80	-\$17,041,832.39	\$19,453,798.00	-\$3,495,392.15	\$0.00	\$0.00	-\$8,771,358.32	-\$340,482,061.75	-\$29,803,189.52	\$228,541.94
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	\$0.00	-\$1,583,061.80	-\$17,041,832.39	\$19,453,798.00	-\$3,495,392.15	\$0.00	\$0.00	-\$8,771,358.32	-\$340,482,061.75	-\$29,803,189.52	\$228,541.94

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		11255	11257	11258	11259	11333	11334	11343	11353	11354	11382	11700
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	-	-	(226,566)	7,731	(187,845)	407,437	(162,302)	-	-
Other Income	OTIHER_INCOME	-	-	-	-	(1,366,545)	(1,745,279)	(2,283,891)	(2,891,201)	(864,172)	-	-
Total Revenue	TOTAL_REVENUE	-	-	-	-	(575,356)	(520,332)	(723,841)	1,630,189	820,804	-	(488,523)
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	(541,840)	(683,572)	(829,046)	(3,783,278)	(1,999,488)	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	(541,840)	(683,572)	(829,046)	(3,783,278)	(1,999,488)	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	(5,781)
Professional fees	PROFESSIONAL_FEES	-	-	-	-	89,088	89,829	131,804	129,999	89,320	(57)	(537,982)
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	-	-	-	-	-	-	-	109
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXP	(6,469,571)	-	-	-	64,428	59,895	30,517	76,301	53,660	(7)	238,967
Non Interest Expense	TOTAL_EXPENSES	(6,469,571)	-	-	-	153,516	149,724	162,321	206,300	142,980	(64)	(304,687)
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	-	-	-	-	-	-	-
U.S. St TxExp-Uncrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	102,620	4,672,475	3,854,564	1,145,386	1,593,091	785,003	16	1,599,468
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	-	102,620	4,672,475	3,854,564	1,145,386	1,593,091	785,003	16	1,599,468
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	\$0,489,570.98	\$0.00	\$0.00	-\$102,820.43	-\$4,859,507.59	-\$3,841,047.58	-\$1,202,502.52	\$3,814,078.04	\$1,892,309.14	\$48.87	-\$1,783,303.24
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	\$0,489,570.98	\$0.00	\$0.00	-\$102,820.43	-\$4,859,507.59	-\$3,841,047.58	-\$1,202,502.52	\$3,814,078.04	\$1,892,309.14	\$48.87	-\$1,783,303.24

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		11701	11702	11755	11788	11787	11776	11777	11778	11779	11780	11781
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	(177,619,938)	-	-	36,711,114	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	-	-	-	138,918	-	-	-	-	-
Other Income	OTHER_INCOME	566,934	(418,442)	-	-	1,233,378	(17,252,919)	10,110,654	-	-	-	(21,027)
Total Revenue	TOTAL_REVENUE	556,678	182,109	-	-	1,411,306	(208,951,178)	4,809,715	(2,343,132)	36,711,114	-	2,087,382
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	38,585,875	208,434	(198)	-	-	(2,341)
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	38,585,875	208,434	(198)	-	-	(2,341)
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	106	1,463,152	-	-	244,030	(13,065)	8,719,053	-	-	299,892	-
Professional fees	PROFESSIONAL_FEES	390,314	1,200,448	-	-	1,369,250	5,978,241	10,147,533	9,335	-	(2,223,321)	7,797
Data process & telecomm	DP_COMMUNICATIONS	20,540	2,067,733	-	-	64,633	-	541,018	-	-	1,549,028	-
Advertising	ADVERTISING	-	-	-	-	-	-	21,150	-	-	-	-
Occupancy	OCCUPANCY	-	341,879	-	-	1,328,652	43	1,694,928	-	-	171,929	-
Other	MISC_OPERATING_EXP	22,681	(2,263,152)	-	-	277,732	7,172,766	4,491,960	1,925,127	-	91,790	92,131
Non Interest Expense	TOTAL_EXPENSES	433,640	2,810,061	-	-	3,284,296	13,137,985	25,615,641	1,934,462	-	(110,683)	99,928
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	-	-	-	-	-	-	-
U.S. St TxExp-Uncrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	138,208	-	-	-	-	(40,335)	-	40,335	-	72,005	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	138,208	-	-	-	-	(40,335)	-	40,335	-	72,005	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	-\$15,170.49	-\$2,827,952.94	\$0.00	\$0.00	-\$1,872,990.37	-\$280,894,702.17	-\$21,014,359.11	-\$4,317,731.10	\$38,711,114.19	\$38,877.72	\$1,989,795.82
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	-\$15,170.49	-\$2,827,952.94	\$0.00	\$0.00	-\$1,872,990.37	-\$280,894,702.17	-\$21,014,359.11	-\$4,317,731.10	\$38,711,114.19	\$38,877.72	\$1,989,795.82

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		11784	11785	11786	11788	11799	11802	11803	11804	11805	11806	11807
Gain (loss) on inv securities	G/L_ON_SECURITIES	(557,828)	-	(36,711,114)	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	-	-	-	3,121	-	-	-	-	-
Other Income	OTIHER_INCOME	-	-	-	3,501,401	-	(15,627,784)	11,321,990	(124,757)	15,627,409	5,398,670	266,948
Total Revenue	TOTAL_REVENUE	(128,997,909)	(11,569,394)	(193,456,952)	2,167,244	-	(4,115,112)	11,322,010	(124,757)	15,288,234	5,397,934	267,375
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	35,012,960	108,142	10,455,379	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	35,012,960	108,142	10,455,379	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	1,555,990	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	62,360	128,809	49,767	177,513	-	9,780	(1,209)	-	6,010	(1,209)	(1,461)
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	983,306	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXP	892,340	77,057	139,750	722,144	-	182,749	(1)	-	162	(1)	(12)
Non Interest Expense	TOTAL_EXPENSES	954,700	205,866	189,517	3,438,953	-	192,528	(1,210)	-	6,172	(1,210)	(1,473)
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	-	-	-	-	-	-	-
U.S. St TxExp-Uncrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	32,312,165	2,710,029	-	(26,425,357)	1,292,247	63,880
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	-	-	-	32,312,165	2,710,029	-	(26,425,357)	1,292,247	63,880
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	-\$104,905,508.43	-\$11,883,402.95	-\$204,101,848.38	-\$1,271,708.78	\$0.00	-\$38,818,804.93	\$8,813,191.94	-\$124,758.51	\$41,707,418.22	\$4,108,897.58	\$204,887.99
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	-\$104,905,508.43	-\$11,883,402.95	-\$204,101,848.38	-\$1,271,708.78	\$0.00	-\$38,818,804.93	\$8,813,191.94	-\$124,758.51	\$41,707,418.22	\$4,108,897.58	\$204,887.99

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

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ENTERPRISE_ACCOUNT Tree Version

		11808	11809	11810	11828	11888	11900	11901	11997	11999	12000	12001
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	556,867	(4,766,136)	-	-	-	-	-	-	-	-
Other Income	OTIHER_INCOME	8,846,157	109,377	777,684	-	-	-	-	24,824	-	(43,139,772)	-
Total Revenue	TOTAL_REVENUE	8,854,217	(34,585,034)	(86,530,356)	-	4,085,676	(12,265,101)	10,157,982	-	(69,889)	(42,177,020)	-
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	91,027,938	135,324,449	-	-	21,637,874	19,495,671	386,174	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	3,878,831	3,723,484	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	94,906,769	139,047,933	-	-	21,637,874	19,495,671	386,174	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	(9,020)	-	-	-
Professional fees	PROFESSIONAL_FEES	(1,209)	1,049,249	423,260	-	(59,139)	109,438	29,679	420,382	-	41,438	-
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	-	-	-	-	(420,382)	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	(2,527,598)	-	7,450	-
Other	MISC_OPERATING_EXP	(130)	40,081	39,626	-	(127,266)	1,023,093	142,897	3,832,486	4,371	136,761	-
Non Interest Expense	TOTAL_EXPENSES	(1,339)	1,089,329	462,886	-	(186,405)	1,132,531	172,576	1,295,868	4,371	185,649	-
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	-	-	-	-	-	-	-
U.S. St TxExp-Uncrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	2,115,966	390	294	-	1,287,328	-	-	-	-	239,482	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	2,115,966	390	294	-	1,287,328	-	-	-	-	239,482	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	\$0,739,590.71	-\$130,581,521.84	-\$226,041,489.23	\$0.00	\$2,984,753.22	-\$35,035,508.42	-\$9,510,285.17	-\$1,882,042.57	-\$74,259.85	-\$42,802,150.49	\$0.00
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	\$0,739,590.71	-\$130,581,521.84	-\$226,041,489.23	\$0.00	\$2,984,753.22	-\$35,035,508.42	-\$9,510,285.17	-\$1,882,042.57	-\$74,259.85	-\$42,802,150.49	\$0.00

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

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ENTERPRISE_ACCOUNT Tree Version

		12004	12005	12006	12009	12011	12013	12009	12100	12310	12700	12725
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	(456,273)	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	-	-	-	-	-	8,096	-	-	-
Other Income	OTIHER_INCOME	-	-	-	-	-	-	-	(18,512,196)	-	579	-
Total Revenue	TOTAL_REVENUE	-	-	-	-	-	-	-	(31,923,943)	-	162,749	-
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	3,141,769	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	22,585,937	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	25,727,705	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	5,201,926	-	80,102	-
Professional fees	PROFESSIONAL_FEES	-	-	-	-	-	-	-	1,251,748	-	52,424	-
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	-	-	-	-	1,144,537	-	6,986	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	17,413	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	940,920	-	19,715	-
Other	MISC_OPERATING_EXP	-	-	-	-	-	-	-	(8,677,753)	-	(35,205)	-
Non Interest Expense	TOTAL_EXPENSES	-	-	-	-	-	-	-	(121,209)	-	124,021	-
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	-	-	-	-	-	-	-
U.S. St TxExp-Uncrtn Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	(3,250,950)	-	495,447	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	-	-	-	-	-	(3,250,950)	-	495,447	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	-\$54,279,489.72	\$0.00	-\$468,719.88	\$0.00
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	-\$54,279,489.72	\$0.00	-\$468,719.88	\$0.00

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

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ENTERPRISE_ACCOUNT Tree Version

		12799	12800	12999	13000	13001	13002	13003	13099	13200	13300	13400
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	-	-	-	-	(4,425)	-	-	-	-
Other Income	OTIHER_INCOME	-	-	43,181,991	-	-	-	-	-	-	-	-
Total Revenue	TOTAL_REVENUE	-	-	43,181,991	-	0	(0)	(4,425)	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	-	43,602	-	-	-	-	-	-	-	-	-
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	-	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXP	-	-	-	-	-	-	18,306	-	27,944	-	-
Non Interest Expense	TOTAL_EXPENSES	-	43,602	-	-	-	-	18,306	-	27,944	-	-
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	(995)	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	-	-	-	-	(153)	-	-
U.S. St TxExp-Uncrtn Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	-	-	-	-	-	-	(1,148)	-	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	\$0.00	-\$43,002.03	\$43,181,991.24	\$0.00	\$0.01	\$0.00	-\$22,731.18	\$0.00	-\$28,795.45	\$0.00	\$0.00
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	\$0.00	-\$43,002.03	\$43,181,991.24	\$0.00	\$0.01	\$0.00	-\$22,731.18	\$0.00	-\$28,795.45	\$0.00	\$0.00

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

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ENTERPRISE_ACCOUNT Tree Version

		13500	14000	14025	14040	14042	14050	14075	14997	14999	15000	15010
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	(2,928,429)	-	0	-	-	-	-	-	945,996	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	-	-	-	-	-	-	-	-	-
Other Income	OTHER_INCOME	-	(2,333,001)	-	-	-	-	-	-	2,737,956	(2,384,465)	-
Total Revenue	TOTAL_REVENUE	(185,267)	(9,224,574)	-	-	-	-	-	-	4,185,108	(948,313)	412
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	68,289	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	68,289	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	(267,144)	-	(0)	-	-	-	-	-	228,984	-
Professional fees	PROFESSIONAL_FEES	-	55,305	-	0	-	-	15,269	-	-	251,458	-
Data process & telecomm	DP_COMMUNICATIONS	-	1,662,689	-	(0)	-	-	-	-	-	135,179	73
Advertising	ADVERTISING	-	(10,669)	-	-	-	-	-	-	-	673	-
Occupancy	OCCUPANCY	-	238,504	-	-	-	-	-	-	-	16,211	-
Other	MISC_OPERATING_EXP	-	5,091,135	-	0	-	-	122,108,961	(125,604,802)	(9)	(929,351)	9,121
Non Interest Expense	TOTAL_EXPENSES	-	6,769,819	-	(0)	-	-	122,124,230	(125,604,802)	(9)	(296,845)	9,194
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	(10,765)	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	(1,653)	-	-	-	-	-	-	-	-	-	-
U.S. St TxExp-Uncrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	230,189	-	-	-	-	(4,014)	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	(12,418)	230,189	-	-	-	-	(4,014)	-	-	-	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	-\$172,848.78	-\$18,292,870.48	\$0.00	\$0.04	\$0.00	\$0.00	-\$122,120,218.00	\$125,804,802.15	\$4,185,117.04	-\$951,487.35	-\$8,781.41
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	-\$172,848.78	-\$18,292,870.48	\$0.00	\$0.04	\$0.00	\$0.00	-\$122,120,218.00	\$125,804,802.15	\$4,185,117.04	-\$951,487.35	-\$8,781.41

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		15020	15025	15999	18113	18114	18115	18220	18221	18230	18240	18251
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	(5,960,231)	-	(1,759,897)	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_INC	(619,686)	-	-	-	-	-	851	-	(14,376,372)	(1,679,910)	-
Other Income	OTIHER_INCOME	1,588,235	448	-	-	-	-	-	-	-	-	-
Total Revenue	TOTAL_REVENUE	973,759	528	-	(5,960,231)	(12,956,442)	(1,759,897)	4,041,972	-	(14,376,372)	(1,679,910)	-
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	-	-	-	-	-	-	-	-	-	48,489	-
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	-	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXP	973,759	528	-	(129)	-	-	(2,312)	-	367,118	952,543	352
Non Interest Expense	TOTAL_EXPENSES	973,759	528	-	(129)	-	-	(2,312)	-	367,118	1,001,033	352
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	(5,578,316)	(22,894,307)	(9,229,239)	683,136	-	(10,084,929)	(164,818)	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	(856,523)	(3,515,308)	(1,417,105)	104,892	-	(1,548,491)	(25,307)	-
U.S. St TxExp-Uncrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	-	(6,434,839)	(26,409,616)	(10,646,344)	788,028	-	(11,633,420)	(190,126)	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	-\$0.03	\$0.00	\$0.00	\$474,738.95	\$13,453,173.38	\$8,880,447.38	\$3,258,255.89	\$0.00	-\$3,110,070.37	-\$2,490,818.85	-\$352.49
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	-\$0.03	\$0.00	\$0.00	\$474,738.95	\$13,453,173.38	\$8,880,447.38	\$3,258,255.89	\$0.00	-\$3,110,070.37	-\$2,490,818.85	-\$352.49

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010

Report Run Time: 14:54

ENTERPRISE_ACCOUNT Tree Version

		18280	18283	18284	18285	18287	18288	18289	18270	18271	18272	18273
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUES	-	(339,765)	-	(567,108)	(688,263)	-	(14,718,254)	(814,812)	902,598	-	1,422,738
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	479,949	-	-	744,349	25,000	-	-	-	-
Other Income	OTIHER_INCOME	252,828	18,947	-	-	-	-	-	-	-	-	-
Total Revenue	TOTAL_REVENUE	272,978	(734,781)	479,949	(567,108)	(688,263)	744,349	(14,693,254)	(814,812)	902,598	-	1,422,738
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	67,025	-	3,138	-	-	-	-	-	-	-	-
Data process & telecomm	DP_COMMUNICATIONS	-	-	-	-	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	3,340	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXP	1,147,591	68,663	961,547	605,211	423,527	86,434	3,794,515	51,697	11,787	637	4,843
Non Interest Expense	TOTAL_EXPENSES	1,217,956	68,663	964,684	605,211	423,527	86,434	3,794,515	51,697	11,787	637	4,843
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	(3,757)	(483,679)	(58)	5,653	(42,779)	208,844	(2,724,776)	-	(222,807)	-	(839,950)
U.S. St Tx Exp-Curr Yr	SAP59010	(577)	(74,267)	(9)	868	(6,568)	32,067	(418,376)	-	(34,211)	-	(128,971)
U.S. St TxExp-Uncrtm Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	(4,334)	(557,946)	(67)	6,521	(49,347)	240,911	(3,143,152)	-	(257,019)	-	(968,921)
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	-\$940,943.94	-\$245,498.21	-\$484,887.88	-\$1,178,838.98	-\$1,082,443.17	\$417,004.82	-\$15,344,818.80	-\$888,608.95	\$1,147,829.74	-\$838.95	\$2,380,815.57
Income from Discontinued Opera	INCOME_FROM_DISC_OPS											
Income (Loss) - Disc Ops Net	SAP59040	-	-	-	-	-	-	-	-	-	-	-
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	NET_INCOME	-\$940,943.94	-\$245,498.21	-\$484,887.88	-\$1,178,838.98	-\$1,082,443.17	\$417,004.82	-\$15,344,818.80	-\$888,608.95	\$1,147,829.74	-\$838.95	\$2,380,815.57

EXAM10362103

RFC Trial Balance - Legal Entity Detail
Trial Balance for Month ended 2009-12-31
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54

As Of Reporting Date: 2009-12-31
Report Layout: EXT_RPTG_TB_LE_DETAIL_RFC_YTD

ENTERPRISE_ACCOUNT Tree Version

		10299	19950	19960	19998	19999	30003	30004	40014	41000	Consolidated RFC
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	178,177,766	-	2,215,713	-	-	(3,438,743)	-	(43,226,604)
Real estate related revenues	RE_RELATED_REVENUES	-	-	-	-	-	-	-	-	-	(267,241,457)
Loss on foreclosed real estate	REO_FORECLOSED_INC	-	-	(138,918)	-	-	-	(20,755,887)	-	-	(47,754,662)
Other Income	OTIHER_INCOME	-	-	2,255,198	-	(26,864,703)	387,413,928	13,613,753	-	-	(236,543,906)
Total Revenue	TOTAL_REVENUE	-	-	499,988,659	-	(26,175,066)	365,371,094	(7,834,909)	(2,055,579)	90,943	(477,459,188)
Provision for Loan Losses	PROV_LOAN_LOSSES										
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	(125,887,970)	-	(898,300)	-	-	-	-	948,574,443
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	247,170,778	-	-	-	311,297,670
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	(125,887,970)	-	(898,300)	247,170,778	-	-	-	1,259,872,113
Total expenses	TOTAL_EXPENSES										
Compensation and benefits	COMP_BENEFITS	-	-	(11,954,465)	-	-	-	-	-	70,977	64,240,706
Professional fees	PROFESSIONAL_FEES	-	-	(19,558,153)	-	-	4,206,493	283,153	-	23,729	106,831,135
Data process & telecomm	DP_COMMUNICATIONS	-	-	(3,256,956)	-	-	-	-	-	14,888	18,553,775
Advertising	ADVERTISING	-	-	(21,150)	-	-	-	-	-	1,358	334,068
Occupancy	OCCUPANCY	-	-	(837,903)	-	-	-	-	-	67,201	14,199,663
Other	MISC_OPERATING_EXP	-	-	(15,292,138)	-	39	2,436,079	18,422,774	1,175,056	255,554	1,169,622,936
Non Interest Expense	TOTAL_EXPENSES	-	-	(50,920,766)	-	39	6,642,572	18,705,927	1,175,056	433,706	1,373,782,282
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT										
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	(1,685,244)	15,151,591	(12,233,571)	-	-	91,270,393
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	(258,761)	2,326,452	(1,878,405)	-	-	14,818,954
U.S. St TxExp-Uncrtn Tx Post	SAP59019	-	-	-	-	-	-	-	-	-	(457,740)
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	(1,733,662)	-	-	-	-	-	(154,463)	7,904,558
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	(1,733,662)	-	(1,944,005)	17,478,044	(14,111,976)	-	(154,463)	113,536,165
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_OPS	\$0.00	\$0.00	\$978,531,055.84	\$0.00	-\$23,332,800.20	\$94,079,700.95	-\$12,428,890.79	-\$3,230,834.88	-\$188,300.31	(3,224,649,748)
Income from Discontinued Opera	INCOME_FROM_DISC_OPS										
Income (Loss) - Disc Ops Net	SAP59040	-	-	(678,531,056)	-	-	-	-	-	-	(1,199,831,056)
Income (Loss) from Discontinued Operations	INCOME_FROM_DISC_OPS	-	-	(678,531,056)	-	-	-	-	-	-	(1,199,831,056)
Net Income (Loss)	NET_INCOME	\$0.00	\$0.00	\$0.00	\$0.00	-\$23,332,800.20	\$94,079,700.95	-\$12,428,890.79	-\$3,230,834.88	-\$188,300.31	(4,424,480,804)

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EXAM10362103

r/ResCap Invest/GMAC Mtg Grp/BMMZ Trial Balance - Legal Entity Detail
Trial Balance for Month ended 12/31/2009
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		ELIM1	ELIM2	ELIM3	ELIM5	ELIM6	ELIM9	ELIM11	ELIM13	ELIM14	ELIM18	ELIM19
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGI	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVAE	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTIHER_ASSETS	-	(1,724,281,597)	-	-	(3,778,759,356)	-	(368,366)	-	-	-	(1)
Total Assets	ASSETS	-	(1,724,281,597)	-	-	(3,778,759,356)	-	(368,366)	-	-	-	(1)
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	-	-	-	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	-	(0)	-	-	1	-	-	-	-	-	-
Total Liabilities	LIABILITIES	-	(0)	-	-	1	-	-	-	-	-	-
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	(30)	-	-	-	-	-	-	-	-	-
Additional paid-in capital-	SAP30200	-	(1,585,248,754)	-	-	(5,378,301,518)	-	(6,200,000)	-	-	-	(1)
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	-	(1,585,248,784)	-	-	(5,378,301,518)	-	(6,200,000)	-	-	-	(1)
Ret earnings	SAP30300	\$0.00	-\$174,823,397.71	\$0.00	\$0.00	-\$27,094,510.24	\$0.00	\$5,091,332.02	\$0.00	\$0.00	\$0.00	\$0.00
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgrl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	\$0.00	\$34,799,401.66	\$0.00	\$0.00	\$1,593,342,689.85	\$0.00	\$740,302.14	\$0.00	\$0.00	\$0.00	\$0.00
Retained Earnings	RETAINED_EARNINGS	-	(139,823,996)	-	-	1,566,248,080	-	5,831,634	-	-	-	-
Accumulated other comp inc	ACCUM_OTH_COMP_INC											
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	33,030,000	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	791,181	-	-	264,083	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comprehensive Income	ACCUM_OTH_COMP_I	-	791,181	-	-	33,294,083	-	-	-	-	-	-
Total Equity		-	(1,724,281,598)	-	-	(3,778,759,355)	-	(368,366)	-	-	-	(1)
Total Liabilities, Minority Interest and Equity		-	(1,724,281,598)	-	-	(3,778,759,355)	-	(368,366)	-	-	-	(1)
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOM	-	(0)	-	-	-	-	-	-	-	-	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_N	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	-	-	-	-
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUE	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_IN	-	-	-	-	-	-	-	-	-	-	-
Other Income	OTIHER_INCOME	-	34,799,402	-	-	1,593,342,590	-	740,302	-	-	-	-
Total Revenue	TOTAL_REVENUE	-	34,799,402	-	-	1,593,342,590	-	740,302	-	-	-	-

EXAM10362103

r/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		ELM20	SS001	SS002	SS007	SS009	SS019	SS025	SS026	SS027	SS033	SS066
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	122,644,771	-	60,735	500,000	-	375,669	853,913	317,080	1,257,887	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	2,729,972,700	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	32,009,752	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	(0)	-	-	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGI	-	2,254,268,960	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVAE	-	1,045,693,711	(1,689)	-	-	-	9,633,983	-	-	24,492,563	-
Other assets	OTIHER_ASSETS	(207,014)	3,880,191,415	615,952	-	-	-	274,534,518	-	-	3,733,759,356	368,366
Total Assets	ASSETS	(207,014)	10,064,781,309	614,263	60,735	500,000	-	284,544,171	853,913	317,080	3,759,509,806	368,366
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	1,858,199,049	-	-	-	-	-	-	-	2,938,690,876	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	-	4,513,568,016	(161,411,016)	10,943	(572,285)	(207,014)	229,524,059	(2,641,462)	(796,537)	(285,748,759)	(40,376,750)
Total Liabilities	LIABILITIES	-	6,371,767,065	(161,411,016)	10,943	(572,285)	(207,014)	229,524,059	(2,641,462)	(796,537)	2,652,942,116	(40,376,750)
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	30	-	-	-	-	-	-
Additional paid-in capital-	SAP30200	-	5,378,291,518	26,000	5,011,021	2,999,970	-	61,434,975	1,000,000	525,000	3,409,335,302	10,000
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	-	5,378,291,518	26,000	5,011,021	3,000,000	-	61,434,975	1,000,000	525,000	3,409,335,302	10,000
Ret earnings	SAP30300	\$0.00	-\$14,381,081.43	\$101,537,271.77	-\$4,008,093.75	-\$1,930,147.00	\$0.00	\$115,650,618.82	\$2,471,117.53	\$581,500.85	-\$430,972,048.21	\$41,475,591.87
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgrl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	-\$207,013.78	-\$1,837,802,113.11	\$80,482,007.41	-\$55,135.57	\$8,432.76	\$207,014.04	-\$121,183,200.09	\$24,258.88	\$7,115.87	-\$1,838,501,480.08	-\$740,475.82
Retained Earnings	RETAINED_EARNINGS	(207,014)	(1,651,983,195)	161,999,279	(4,961,229)	(1,927,714)	207,014	(5,623,681)	2,495,374	588,616	(2,269,473,528)	40,735,116
Accumulated other comp inc	ACCUM_OTH_COMP_IN											
Pension Adj (SFAS 158)	SAP30700	-	(33,030,000)	-	-	-	-	-	-	-	(33,030,000)	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	(264,083)	-	-	-	-	(791,181)	-	-	(264,083)	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comprehensive Income	ACCUM_OTH_COMP_IN	-	(33,294,083)	-	-	-	-	(791,181)	-	-	(33,294,083)	-
Total Equity		(207,014)	3,693,014,240	162,025,279	49,792	1,072,286	207,014	55,020,112	3,495,374	1,113,616	1,106,567,690	40,745,116
Total Liabilities, Minority Interest and Equity		(207,014)	10,064,781,305	614,263	60,735	500,000	-	284,544,171	853,913	317,080	3,759,509,807	368,366
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOM	-	(101,578,821)	1,191,508	(41,137)	5,389	-	5,228,525	(4,446)	7,688	(191,205,687)	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_N	-	517,270,332	-	-	-	-	-	58,561	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	301,430,406	39,292,517	-	-	-	-	-	-	-	-
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	(12,591,010)	-	-	-	-	261,175	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUE	-	5,730	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_IN	-	(11,599,739)	-	-	-	-	-	-	-	-	-
Other Income	OTIHER_INCOME	(207,014)	89,135,718	33,299,245	5,167,149	-	316,085	43,911,324	3,417	-	(1,647,006,097)	(740,302)
Total Revenue	TOTAL_REVENUE	(207,014)	782,072,618	73,783,270	5,126,012	5,389	316,085	49,401,023	57,531	7,688	(1,838,211,784)	(740,302)

EXAM10362103

r/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

		SS067	SS071	SS077	SS078	SS084	SS085	SS086	SS087	SS088	SS089	SS090
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	4,724	-	-	-	377,611	-	-	-	-	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	225,618,013	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGI	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVAE	-	-	-	-	5,258,456	-	-	-	1,340,495,423	-	-
Other assets	OTIHER_ASSETS	-	-	-	-	-	-	-	-	-	-	-
Total Assets	ASSETS	4,724	-	-	-	231,254,080	-	-	-	1,340,495,423	-	-
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	230,182,508	-	-	-	667,715,604	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	(363,642)	-	-	0	(32,054,303)	-	-	-	672,484,446	(107,163,748)	(0)
Total Liabilities	LIABILITIES	(363,642)	-	-	0	198,128,204	-	-	-	1,340,200,050	(107,163,748)	(0)
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	-	-	-	-	-	-	-
Additional paid-in capital-	SAP30200	6,200,000	-	-	-	-	-	-	-	57,000,251	102,931,116	2,354
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	6,200,000	-	-	-	-	-	-	-	57,000,251	102,931,116	2,354
Ret earnings	SAP30300	-\$5,091,332.02	\$0.00	\$0.00	\$0.00	\$38,942,200.00	\$0.00	\$0.00	\$0.00	-\$35,858,853.00	\$4,241,096.27	-\$1,118.00
Ret earnings-Members' Int Di	SAP30301	-	-	-	-	-	-	-	-	-	-	-
Ret earnings-Preferred Int D	SAP30302	-	-	-	-	-	-	-	-	-	-	-
Ret earnings-Mgrl Eq Div	SAP30305	-	-	-	-	-	-	-	-	-	-	-
Net (loss) income	NET_INCOME	-\$740,301.74	\$0.00	\$0.00	\$0.00	-\$5,818,323.38	\$0.00	\$0.00	\$0.00	-\$20,848,225.81	-\$8,482.50	-\$1,238.47
Retained Earnings	RETAINED_EARNINGS	(5,831,634)	-	-	-	33,125,877	-	-	-	(56,704,879)	4,232,633	(2,352)
Accumulated other comp inc	ACCUM_OTH_COMP_IN											
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comprehensive Income	ACCUM_OTH_COMP_IN	-	-	-	-	-	-	-	-	-	-	-
Total Equity		368,366	-	-	-	33,125,877	-	-	-	295,372	107,163,749	2
Total Liabilities, Minority Interest and Equity		4,724	-	-	0	231,254,081	-	-	-	1,340,495,423	0	2
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOM	(2)	-	-	-	11,804,738	-	-	-	(21,004,310)	-	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_N	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	(1,361,145)	-	-	-	-	-	-
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUE	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_IN	-	-	-	-	-	-	-	-	-	-	-
Other Income	OTIHER_INCOME	-	-	-	-	-	-	-	-	205,791	-	-
Total Revenue	TOTAL_REVENUE	(2)	-	-	-	10,443,593	-	-	-	(20,798,520)	-	-

EXAM10362103

r/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
Unaudited

Report Run Date: 1/13/2010
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ENTERPRISE_ACCOUNT Tree Version

		SS095	SS097	SS098	SS439	SS434	SS440	SS441	SS443	SS449	SS453	SS454
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	43,002,542	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGI	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVAE	630,311	-	-	-	-	-	-	-	-	-	-
Other assets	OTIHER_ASSETS	998,794,334	-	1	-	-	-	-	-	-	-	-
Total Assets	ASSETS	1,042,427,187	-	1	-	-	-	-	-	-	-	-
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	-	-	-	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	(363,492,950)	-	-	-	-	-	-	-	-	-	-
Total Liabilities	LIABILITIES	(363,492,950)	-	-	-	-	-	-	-	-	-	-
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	-	-	-	-	-	-	-
Additional paid-in capital-	SAP30200	1,354,318,067	-	1	-	-	-	-	-	-	-	-
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	1,354,318,067	-	1	-	-	-	-	-	-	-	-
Ret earnings	SAP30300	-\$48,009,297.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Ret earnings-Members' Int Di	SAP30301	-	-	-	-	-	-	-	-	-	-	-
Ret earnings-Preferred Int D	SAP30302	-	-	-	-	-	-	-	-	-	-	-
Ret earnings-Mgrl Eq Div	SAP30305	-	-	-	-	-	-	-	-	-	-	-
Net (loss) income	NET_INCOME	\$97,011,388.11	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Retained Earnings	RETAINED_EARNINGS	51,602,071	-	-	-	-	-	-	-	-	-	-
Accumulated other comp inc	ACCUM_OTH_COMP_IN											
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comprehensive Income	ACCUM_OTH_COMP_IN	-	-	-	-	-	-	-	-	-	-	-
Total Equity		1,405,920,138	-	1	-	-	-	-	-	-	-	-
Total Liabilities, Minority Interest and Equity		1,042,427,188	-	1	-	-	-	-	-	-	-	-
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOM	73,938,999	-	-	-	-	-	-	-	-	-	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_N	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	-	-	-	-
Gain (loss) on inv securities	G/L_ON_SECURITIES	(32,096,663)	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUE	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_IN	-	-	-	-	-	-	-	-	-	-	-
Other Income	OTIHER_INCOME	-	-	-	-	-	-	-	-	-	-	-
Total Revenue	TOTAL_REVENUE	41,842,336	-	-	-	-	-	-	-	-	-	-

EXAM10362103

r/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
Unaudited

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ENTERPRISE_ACCOUNT Tree Version

		SS455	SS457	SS460	SS462	SS463	SS464	SS474	SS479	SS491	SS492	SS493
Total assets	ASSETS											
Cash and cash equivalents	CASH_EQUIVALENT	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for sale	MTG_LOANS_IIFS	-	-	-	-	-	-	-	-	-	-	-
Trading securities	TRADING_SEC	-	-	-	-	-	-	-	-	-	-	-
Mortgage loans held for invest	MTG_LOANS_IIFI_NET	-	-	-	-	-	-	-	-	-	-	-
Lending receivables, net	LENDING_REC_NET	-	-	-	-	-	-	-	-	-	-	-
Mortgage servicing rights	MTG_SERVICING_RIGI	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	ACCOUNTS_RECEIVAE	-	-	-	-	-	-	-	-	-	-	-
Other assets	OTIHER_ASSETS	-	-	-	-	-	-	-	-	-	-	-
Total Assets	ASSETS	-	-	-	-	-	-	-	-	-	-	-
Total liabilities	LIABILITIES											
Total borrowings	TOTAL_BORROWINGS	-	-	-	-	-	-	-	-	-	-	-
Deposit liabilities	DEPOSIT_LIABILITIES	-	-	-	-	-	-	-	-	-	-	-
Other total liabilities	OTIHER_TOTAL_LIAB	-	-	-	-	-	-	-	-	-	-	(0)
Total Liabilities	LIABILITIES	-	-	-	-	-	-	-	-	-	-	(0)
Member's interest	MEMBERS_INTEREST											
Common Stock	SAP30101	-	-	-	-	-	-	-	-	-	-	-
Additional paid-in capital-	SAP30200	-	-	-	-	-	-	-	-	-	-	-
Preferred Int	SAP30250	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	MEMBERS_INTEREST	-	-	-	-	-	-	-	-	-	-	-
Ret earnings	SAP30300	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Ret earnings-Members' Int Di	SAP30301											
Ret earnings-Preferred Int D	SAP30302											
Ret earnings-Mgrl Eq Div	SAP30305											
Net (loss) income	NET_INCOME	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Retained Earnings	RETAINED_EARNINGS	-	-	-	-	-	-	-	-	-	-	-
Accumulated other comp inc	ACCUM_OTH_COMP_IN											
Pension Adj (SFAS 158)	SAP30700	-	-	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	SAP30400	-	-	-	-	-	-	-	-	-	-	-
Unrlzd G(L) Sec-Dbt Sec FAS1	SAP30502	-	-	-	-	-	-	-	-	-	-	-
Der Mkt Adj-	SAP30600	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comprehensive Income	ACCUM_OTH_COMP_IN	-	-	-	-	-	-	-	-	-	-	-
Total Equity		-	-	-	-	-	-	-	-	-	-	-
Total Liabilities, Minority Interest and Equity		-	-	-	-	-	-	-	-	-	-	(0)
Total net revenue	TOTAL_REVENUE											
Net interest income	NET_INTEREST_INCOM	-	-	-	-	-	-	-	-	-	-	-
G(L) on Sale of Mtge Lns Net	G/L_ON_SALE_MTG_N	-	-	-	-	-	-	-	-	-	-	-
Net servicing fees	NET_SERVICING_FEE	-	-	-	-	-	-	-	-	-	-	-
Gain (loss) on inv securities	G/L_ON_SECURITIES	-	-	-	-	-	-	-	-	-	-	-
Real estate related revenues	RE_RELATED_REVENUE	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	REO_FORECLOSED_IN	-	-	-	-	-	-	-	-	-	-	-
Other Income	OTIHER_INCOME	-	-	-	-	-	-	-	-	-	-	-
Total Revenue	TOTAL_REVENUE	-	-	-	-	-	-	-	-	-	-	-

EXAM10362103

r/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

	SS496	Consolidated Resi	ELM15	SS070	SS072	SS073	Consolidated Bank	ELM17	REST - Bank Elims	44040	44042
Total assets		ASSETS									
Cash and cash equivalents	-	126,392,389	(933,125,842)	10,436,027,723	946,867,317	-	10,449,769,198	(877,611)	(877,611)	363,500,892	5,935
Mortgage loans held for sale	-	2,729,972,700	-	5,507,977,964	-	-	5,507,977,964	-	-	49,500,168	-
Trading securities	-	75,012,295	-	-	-	-	-	-	-	0	-
Mortgage loans held for invest	-	225,618,013	-	2,496,010,791	7,233,401,825	-	9,729,412,616	3,406,768	3,406,768	318,185,088	-
Lending receivables, net	-	-	-	1,510,008,629	-	-	1,510,008,629	-	-	409,801	-
Mortgage servicing rights	-	2,254,268,960	-	1,014,560,944	-	-	1,014,560,944	-	-	-	-
Accounts receivable	-	2,426,202,759	-	106,048,307	28,582,589	(2,120)	134,628,777	-	-	803,548,942	-
Other assets	-	3,384,647,609	(7,074,214,601)	15,479,822,423	14,176	463,070	8,406,085,069	(246,409,067)	(246,409,067)	550,407,451	224,341,209
Total Assets	-	11,222,114,724	(8,007,340,442)	36,550,456,782	8,208,865,908	460,950	36,752,443,198	(243,879,910)	(243,879,910)	2,085,552,342	224,347,144
Total liabilities		LIABILITIES									
Total borrowings	-	5,694,788,037	-	15,278,112,337	-	-	15,278,112,337	-	-	-	-
Deposit liabilities	-	-	(933,125,842)	30,281,651,220	-	-	29,348,525,378	(95,464,019)	(95,464,019)	1,713,484,138	-
Other total liabilities	-	4,420,758,997	-	(9,979,325,943)	1,134,651,308	2,056,553	(8,842,618,082)	(158,369,978)	(158,369,978)	80,317,014	13,636
Total Liabilities	-	10,115,547,033	(933,125,842)	35,580,437,614	1,134,651,308	2,056,553	35,784,019,633	(253,833,997)	(253,833,997)	1,793,801,152	13,636
Member's interest		MEMBERS_INTEREST									
Common Stock	-	-	(10)	-	10	-	-	-	-	224,879,403	185,848,395
Additional paid-in capital-	-	3,409,335,302	(7,768,158,774)	3,027,462,255	7,768,158,774	-	3,027,462,255	-	-	4,835,106	-
Preferred Int	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	-	3,409,335,302	(7,768,158,784)	3,027,462,255	7,768,158,784	-	3,027,462,255	-	-	229,714,509	185,848,395
Ret earnings	\$0.00	(430,972,049)	-\$458,724,111.51	\$71,889,208.17	\$458,724,111.51	-\$1,558,352.00	70,330,946	\$15,893,558.87	15,893,559	\$35,783,472.88	-\$7,855.89
Ret earnings-Members' Int Di		SAP30300									
Ret earnings-Preferred Int D		SAP30301									
Ret earnings-Mgrl Eq Div		SAP30302									
Net (loss) income	\$0.00	(1,838,501,480)	\$1,152,888,294.93	-\$2,188,102,893.04	-\$1,152,888,294.95	-\$37,251.00	(2,186,140,144)	-\$5,939,471.34	(5,939,471)	\$323,339.78	-\$84.48
Retained Earnings	-	(2,269,473,528)	693,944,183	(2,114,213,595)	(693,944,183)	(1,595,603)	(2,115,809,198)	9,954,087	9,954,087	36,086,813	(7,920)
Accumulated other comp inc		ACCUM_OTH_COMP_IN									
Pension Adj (SFAS 158)	-	(33,030,000)	-	-	-	-	-	-	-	-	-
Accum Trans Adj-	-	-	-	-	-	-	-	-	-	31,556,532	38,493,033
Unrlzd G(L) Sec-Dbt Sec FAS1	-	(264,083)	-	56,770,508	-	-	56,770,508	-	-	(5,606,663)	-
Der Mkt Adj-	-	-	-	-	-	-	-	-	-	-	-
Accumulated Other Comprehensive Income	-	(33,294,083)	-	56,770,508	-	-	56,770,508	-	-	25,949,868	38,493,033
Total Equity	-	1,106,567,690	(7,074,214,601)	970,019,168	7,074,214,600	(1,595,603)	968,423,565	9,954,087	9,954,087	291,751,190	224,333,509
Total Liabilities, Minority Interest and Equity	-	11,222,114,724	(8,007,340,442)	36,550,456,782	8,208,865,908	460,950	36,752,443,198	(243,879,910)	(243,879,910)	2,085,552,342	224,347,144
Total net revenue		TOTAL_REVENUE									
Net interest income	-	(221,657,556)	-	(138,433,453)	492,630,760	-	354,197,306	8,554,561	8,554,561	(329,510)	-
G(L) on Sale of Mtge Lns Net	-	517,328,893	-	164,479,289	1,326,343	(1,516,429)	164,289,203	11,646,948	11,646,948	11,937,310	-
Net servicing fees	-	339,361,779	-	(162,861,712)	1,060,875	-	(161,800,837)	(8,100,225)	(8,100,225)	5,926,780	-
Gain (loss) on inv securities	-	(44,426,497)	-	63,633,592	-	-	63,633,592	-	-	(252,165)	-
Real estate related revenues	-	5,730	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	-	(11,599,739)	-	(17,740,651)	-	-	(17,740,651)	-	-	-	-
Other Income	-	152,967,609	1,152,668,295	(1,030,892,452)	11,187	1,940,411	123,727,440	(86,695,611)	(86,695,611)	10,049,043	-
Total Revenue	-	731,980,219	1,152,668,295	(1,121,815,388)	495,029,166	423,981	526,306,054	(74,594,326)	(74,594,326)	27,331,459	-

EXAM10362103

r/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

	44044	44998	44999	ResMor	60004	ResCap Investment, Inc.	60005	SS005	SS011	SS012	GMAC Mortgage Group SS011
Total assets	ASSETS										
Cash and cash equivalents	-	-	-	363,506,827	-	-	-	-	-	-	-
Mortgage loans held for sale	-	-	-	49,500,168	-	-	-	-	-	-	-
Trading securities	-	-	-	0	-	-	-	-	-	-	-
Mortgage loans held for invest	-	-	(764,844)	317,420,243	-	-	-	-	-	-	-
Lending receivables, net	-	-	-	409,801	-	-	-	-	-	-	-
Mortgage servicing rights	-	-	-	-	-	-	-	-	-	-	-
Accounts receivable	-	-	(0)	803,548,942	-	-	-	-	-	-	-
Other assets	-	(224,341,209)	0	550,407,451	2,750,000	2,750,000	274,962,630	-	-	-	274,962,630
Total Assets	-	(224,341,209)	(764,844)	2,084,793,432	2,750,000	2,750,000	274,962,630	-	-	-	274,962,630
Total liabilities	LIABILITIES										
Total borrowings	-	-	-	-	-	-	-	-	-	-	-
Deposit liabilities	-	-	(0)	1,713,484,138	-	-	-	-	-	-	-
Other total liabilities	-	-	-	80,330,650	37,362	37,362	4,901,826	-	-	-	4,901,826
Total Liabilities	-	-	(0)	1,793,814,787	37,362	37,362	4,901,826	-	-	-	4,901,826
Member's interest	MEMBERS_INTEREST										
Common Stock	-	(185,848,395)	-	224,879,403	-	-	50,000	-	-	-	50,000
Additional paid-in capital-	-	-	-	4,835,106	39,355,270	39,355,270	11,710,271,302	-	-	-	11,710,271,302
Preferred Int	-	-	-	-	-	-	-	-	-	-	-
Member's Interest	-	(185,848,395)	-	229,714,509	39,355,270	39,355,270	11,710,321,302	-	-	-	11,710,321,302
Ret earnings	\$0.00	\$0.00	-\$1,157,255.53	34,598,362	\$0.00	-	-\$8,839,987,485.40	\$0.00	\$0.00	\$0.00	(6,839,987,485)
Ret earnings-Members' Int Di											
Ret earnings-Preferred Int D											
Ret earnings-Mgrl Eq Div											
Net (loss) income	\$0.00	\$0.00	\$519,388.04	841,641	-\$37,088,507.07	(37,066,507)	-\$4,544,394,554.50	\$0.00	\$0.00	\$0.00	(4,544,394,555)
Retained Earnings	-	-	(638,889)	35,440,003	(37,066,507)	(37,066,507)	(11,384,382,040)	-	-	-	(11,384,382,040)
Accumulated other comp inc	ACCUM_OTH_COMP_IN										
Pension Adj (SFAS 158)	-	-	-	-	354,600	354,600	(61,250,000)	-	-	-	(61,250,000)
Accum Trans Adj-	-	(38,492,814)	(125,955)	31,430,796	73,457	73,457	5,635,627	-	-	-	5,635,627
Unrlzd G(L) Sec-Dbt Sec FAS1	-	-	-	(5,606,663)	(126)	(126)	(264,085)	-	-	-	(264,085)
Der Mkt Adj-	-	-	-	-	(4,056)	(4,056)	0	-	-	-	0
Accumulated Other Comprehensive Income	-	(38,492,814)	(125,955)	25,824,133	423,875	423,875	(55,878,458)	-	-	-	(55,878,458)
Total Equity	-	(224,341,209)	(764,844)	290,978,645	2,712,638	2,712,638	270,060,804	-	-	-	270,060,804
Total Liabilities, Minority Interest and Equity	-	(224,341,209)	(764,844)	2,084,793,432	2,750,000	2,750,000	274,962,630	-	-	-	274,962,630
Total net revenue	TOTAL_REVENUE										
Net interest income	-	-	(1,216)	(330,726)	-	-	(9,209)	-	-	-	(9,209)
G(L) on Sale of Mtge Lns Net	-	-	519,582	12,456,892	-	-	-	-	-	-	-
Net servicing fees	-	-	(92,752)	5,834,029	-	-	-	-	-	-	-
Gain (loss) on inv securities	-	-	-	(252,165)	-	-	-	-	-	-	-
Real estate related revenues	-	-	-	-	-	-	-	-	-	-	-
Loss on foreclosed real estate	-	-	-	-	-	-	-	-	-	-	-
Other Income	-	-	-	10,049,043	(37,029,145)	(37,029,145)	(4,543,868,344)	-	-	-	(4,543,868,344)
Total Revenue	-	-	425,614	27,757,073	(37,029,145)	(37,029,145)	(4,543,877,553)	-	-	-	(4,543,877,553)

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ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
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As Of Reporting Date: 12/31/2009
Report Layout: EXT_RPTG_TB_LE_DETAIL_RESIPLUS_YTD

	60000	GMAC Mtg Group Elims	GMAC Mtg Ops Other	BMMZ, Inc.	ELM36	Total
Total assets		ASSETS				
Cash and cash equivalents		CASH_EQUIVALENT	-	476,318	(476,318)	10,938,790,803
Mortgage loans held for sale		MTG_LOANS_IIFS	-	-	-	8,287,450,832
Trading securities		TRADING_SEC	-	-	-	75,012,295
Mortgage loans held for invest		MTG_LOANS_IIFL_NET	-	-	-	10,275,857,641
Lending receivables, net		LENDING_REC_NET	-	-	-	1,510,418,431
Mortgage servicing rights		MTG_SERVICING_RIGI	-	-	-	3,268,829,904
Accounts receivable		ACCOUNTS_RECEIVAE	-	-	-	3,364,380,478
Other assets		OTIIE_ASSETS	(277,712,623)	-	-	12,094,731,068
Total Assets		ASSETS	(277,712,623)	476,318	(476,318)	49,815,471,452
Total liabilities		LIABILITIES				
Total borrowings		TOTAL_BORROWINGS	-	-	-	20,972,900,374
Deposit liabilities		DEPOSIT_LIABILITIES	-	-	(476,318)	30,966,069,178
Other total liabilities		OTIIE_TOTAL_LIAB	-	-	-	(4,494,959,226)
Total Liabilities		LIABILITIES	-	-	(476,318)	47,444,010,326
Member's interest		MEMBERS_INTEREST				
Common Stock		SAP30101	-	-	-	224,929,403
Additional paid-in capital		SAP30200	(11,363,726,423)	500,000	-	6,828,032,812
Preferred Int		SAP30250	-	-	-	-
Member's Interest		MEMBERS_INTEREST	(11,363,726,423)	500,000	-	7,052,962,215
Ret earnings		SAP30300	\$8,481,471,734.05	-	-	(688,664,933)
Ret earnings-Members' Int Di		SAP30301	-	-	-	-
Ret earnings-Preferred Int D		SAP30302	-	-	-	-
Ret earnings-Mgrl Eq Div		SAP30305	-	-	-	-
Net (loss) income		NET_INCOME	\$4,580,897,487.88	(23,682)	-	(4,030,326,709)
Retained Earnings		RETAINED_EARNINGS	11,042,369,222	(23,682)	-	(4,718,991,643)
Accumulated other comp inc		ACCUM_OTH_COMP_IN				
Pension Adj (SFAS 158)		SAP30700	49,085,399	-	-	(44,840,001)
Accum Trans Adj-		SAP30400	(5,709,089)	-	-	31,430,792
Unrlzd G(L) Sec-Dbt Sec FAS1		SAP30502	264,211	-	-	50,899,762
Der Mkt Adj-		SAP30600	4,056	-	-	1
Accumulated Other Comprehensive Income		ACCUM_OTH_COMP_IN	43,644,578	-	-	37,490,553
Total Equity			(277,712,623)	476,318	-	2,371,461,125
Total Liabilities, Minority Interest and Equity			(277,712,623)	476,318	(476,318)	49,815,471,452
Total net revenue		TOTAL_REVENUE				
Net interest income		NET_INTEREST_INCON	-	282	-	140,754,659
G(L) on Sale of Mtge Ens Net		G/L_ON_SALE_MTG_N	-	-	-	705,721,936
Net servicing fees		NET_SERVICING_FEE	-	-	-	175,294,746
Gain (loss) on inv securities		G/L_ON_SECURITIES	-	-	-	18,954,930
Real estate related revenues		RE_RELATED_REVENUE	-	-	-	5,730
Loss on foreclosed real estate		REO_FORECLOSED_IN	-	-	-	(29,340,390)
Other income		OTIIE_INCOME	4,580,897,490	-	-	200,048,483
Total Revenue		TOTAL_REVENUE	4,580,897,490	282	-	1,211,440,094

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/ResCap Invest/GMAC Mtg Grp/BMMZ Trial Balance - Legal Entity Detail
Trial Balance for Month ended 12/31/2009
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		ELIM1	ELIM2	ELIM3	ELIM5	ELIM6	ELIM9	ELM11	ELM13	ELM14	ELM18	ELM19
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	-	-	-	-	-	-	-	-	-	-	-
Data process & telecomm	DP_COMMUNICATION	-	-	-	-	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXI	-	-	-	-	1	-	-	-	-	-	-
Non Interest Expense	TOTAL_EXPENSES	-	-	-	-	1	-	-	-	-	-	-
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_O	\$0.00	\$34,799,401.88	\$0.00	\$0.00	\$1,593,342,589.85	\$0.00	\$740,302.14	\$0.00	\$0.00	\$0.00	\$0.00
Income (Loss) from Discontinued Operations												
Net Income (Loss)	NET_INCOME	\$0.00	\$34,799,401.88	\$0.00	\$0.00	\$1,593,342,589.85	\$0.00	\$740,302.14	\$0.00	\$0.00	\$0.00	\$0.00

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/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
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		ELM20	SS001	SS002	SS007	SS009	SS019	SS025	SS026	SS027	SS033	SS066
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	729,698,652	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	729,698,652	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	269,546,925	10,224,944	-	-	-	-	-	-	4,067	-
Professional fees	PROFESSIONAL_FEES	-	36,518,628	519,305	-	-	-	1,353,744	-	-	-	-
Data process & telecomm	DP_COMMUNICATION	-	112,325,658	39,607	405	-	-	-	-	-	385	-
Advertising	ADVERTISING	-	10,046,984	1,159	657	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	26,749,551	1,099,051	-	-	-	-	-	-	20,842	-
Other	MISC_OPERATING_EXI	-	1,239,666,694	1,509,962	5,182,282	1,051	42,362	171,516,418	39,345	767	16,935	1,056
Non Interest Expense	TOTAL_EXPENSES	-	1,694,854,440	13,394,028	5,183,344	1,051	42,362	172,870,162	39,345	767	42,230	1,056
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	0	-	-	-	56,419	(2,285,938)	(237)	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	(4,878,362)	(72,765)	(2,196)	(4,095)	10,289	-	(5,834)	(195)	247,466	(882)
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	(4,878,362)	(72,765)	(2,196)	(4,095)	66,708	(2,285,938)	(6,071)	(195)	247,466	(882)
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_O	-\$207,013.78	-\$1,837,802,113.11	\$80,482,007.41	-\$65,135.57	\$8,432.78	\$207,014.04	-\$121,183,200.09	\$24,258.88	\$7,115.87	-\$1,838,501,480.08	-\$740,475.82
Income (Loss) from Discontinued Operations												
Net Income (Loss)	NET_INCOME	-\$207,013.78	-\$1,837,802,113.11	\$80,482,007.41	-\$65,135.57	\$8,432.78	\$207,014.04	-\$121,183,200.09	\$24,258.88	\$7,115.87	-\$1,838,501,480.08	-\$740,475.82

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/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
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		SS067	SS071	SS077	SS078	SS084	SS085	SS086	SS087	SS088	SS089	SS090
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	15,970,886	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	15,970,886	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	1,166	-	-	-	30,000	-	-	-	-	-	-
Data process & telecomm	DP_COMMUNICATION	317,057	-	-	-	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	609	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXI	397,961	-	-	-	280,212	-	-	-	49,706	1,292	1,232
Non Interest Expense	TOTAL_EXPENSES	716,793	-	-	-	310,212	-	-	-	49,706	1,292	1,232
Income tax expense (benefit)	INC_TAX_EXP_BENEFT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	23,507	-	-	-	(21,182)	-	-	-	-	7,171	4
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFT	23,507	-	-	-	(21,182)	-	-	-	-	7,171	4
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_O	-\$740,301.74	\$0.00	\$0.00	\$0.00	-\$5,818,323.38	\$0.00	\$0.00	\$0.00	-\$20,848,225.81	-\$8,482.50	-\$1,238.47
Income (Loss) from Discontinued Operations												
Net Income (Loss)	NET_INCOME	-\$740,301.74	\$0.00	\$0.00	\$0.00	-\$5,818,323.38	\$0.00	\$0.00	\$0.00	-\$20,848,225.81	-\$8,482.50	-\$1,238.47

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r/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
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		SS095	SS097	SS098	SS430	SS434	SS440	SS441	SS443	SS449	SS453	SS454
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	-	-	-	-	-	-	-	-	-	-	-
Data process & telecomm	DP_COMMUNICATION	-	-	-	-	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXI	(55,908,862)	-	-	-	-	-	-	-	-	-	-
Non Interest Expense	TOTAL_EXPENSES	(55,908,862)	-	-	-	-	-	-	-	-	-	-
Income tax expense (benefit)	INC_TAX_EXP_BENEFT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	139,830	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFT	139,830	-	-	-	-	-	-	-	-	-	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_O	\$97,011,308.11	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Income (Loss) from Discontinued Operations												
Net Income (Loss)	NET_INCOME	\$97,011,308.11	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

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		SS455	SS457	SS460	SS462	SS463	SS464	SS474	SS479	SS491	SS492	SS493
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	-	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	-	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	-	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	-	-	-	-	-	-	-	-
Professional fees	PROFESSIONAL_FEES	-	-	-	-	-	-	-	-	-	-	-
Data process & telecomm	DP_COMMUNICATION	-	-	-	-	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	-	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	-	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXI	-	-	-	-	-	-	-	-	-	-	-
Non Interest Expense	TOTAL_EXPENSES	-	-	-	-	-	-	-	-	-	-	-
Income tax expense (benefit)	INC_TAX_EXP_BENEFT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	-	-	-	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	-	-	-	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFT	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_O	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Income (Loss) from Discontinued Operations												
Net Income (Loss)	NET_INCOME	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

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/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
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		SS496	Consolidated Resi	ELM15	SS070	SS072	SS073	Consolidated Bank	ELM17	RESI - Bank Elims	44040	44042
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	745,669,539	-	1,200,536,735	1,475,729,921	-	2,676,266,656	15,429,271	15,429,271	269,187	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	9,844,855	-	-	9,844,855	-	-	(6,617)	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	745,669,539	-	1,210,381,590	1,475,729,921	-	2,686,111,511	15,429,271	15,429,271	262,570	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	279,775,936	-	865,964	51,718	56,457,994	57,375,676	-	-	20,557,555	-
Professional fees	PROFESSIONAL_FEES	-	38,422,842	-	65,627,984	1,500	1,180,439	66,809,923	-	-	19,655,414	-
Data process & telecomm	DP_COMMUNICATION	-	112,683,112	-	16,595,189	493	382,417	16,978,099	-	-	4,850,366	-
Advertising	ADVERTISING	-	10,048,800	-	41,214,154	-	1,127	41,215,282	-	-	16,639,801	-
Occupancy	OCCUPANCY	-	27,870,054	-	32,673	36,872	121,320	190,865	-	-	2,385,117	-
Other	MISC_OPERATING_EXI	-	1,362,798,415	-	147,836,517	2,582,343	(57,719,317)	92,699,544	(84,084,126)	(84,084,126)	(33,256,694)	64
Non Interest Expense	TOTAL_EXPENSES	-	1,831,599,159	-	272,172,482	2,672,926	423,981	275,269,389	(84,084,126)	(84,084,126)	30,831,560	64
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	(2,229,756)	-	(383,941,240)	155,351,360	209,074	(228,380,806)	-	-	-	-
U.S. St Tx Exp-Curr Yr	SAP59010	-	(4,557,243)	-	(34,325,327)	13,943,253	(171,823)	(20,553,897)	-	-	-	-
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	-	-	-	-	-	-	(4,086,011)	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	(6,787,000)	-	(418,266,567)	169,294,614	37,251	(248,934,702)	-	-	(4,086,011)	-
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_O	\$0.00	(1,838,501,480)	\$1,152,888,294.93	-\$2,188,102,893.04	-\$1,152,888,294.95	-\$37,251.00	(2,186,140,144)	-\$5,939,471.34	(5,939,471)	\$323,339.78	-\$84.48
Income (Loss) from Discontinued Operations												
Net Income (Loss)	NET_INCOME	\$0.00	(1,838,501,480)	\$1,152,888,294.93	-\$2,188,102,893.04	-\$1,152,888,294.95	-\$37,251.00	(2,186,140,144)	-\$5,939,471.34	(5,939,471)	\$323,339.78	-\$84.48
			(0)					-		-		

EXAM10362103

/ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
[ENTERPRISE_ACCOUNT Tree Version](#)

ENTERPRISE ACCOUNTING - The Version												
		44044	44998	44999	ResMor	60004	ResCap Investment, Inc.	60005	SS005	SS011	SS012	GMAC Mortgage Group
Provision for Loan Losses	PROV_LOAN_LOSSES											
Cons Prov Cr Loss-Res Mtg	SAP51050	-	-	-	269,187	-	-	-	-	-	-	-
Comm Prov Cr Loss-Oth CommLn	SAP51090	-	-	-	(6,617)	-	-	-	-	-	-	-
Provision for Loan Losses	PROV_LOAN_LOSSES	-	-	-	262,570	-	-	-	-	-	-	-
Total expenses	TOTAL_EXPENSES											
Compensation and benefits	COMP_BENEFITS	-	-	-	20,557,555	-	-	(1,930,000)	-	-	-	(1,930,000)
Professional fees	PROFESSIONAL_FEES	-	-	-	19,655,414	-	-	-	-	-	-	-
Data process & telecomm	DP_COMMUNICATION	-	-	-	4,850,366	-	-	-	-	-	-	-
Advertising	ADVERTISING	-	-	-	16,639,801	-	-	-	-	-	-	-
Occupancy	OCCUPANCY	-	-	-	2,385,117	-	-	-	-	-	-	-
Other	MISC_OPERATING_EXI	-	-	(92,752)	(33,349,381)	-	-	(1,244,849)	-	-	-	(1,244,849)
Non Interest Expense	TOTAL_EXPENSES	-	-	(92,752)	30,738,873	-	-	(3,174,849)	-	-	-	(3,174,849)
Income tax expense (benefit)	INC_TAX_EXP_BENEFIT											
Fed Inc Tx Exp-Curr Yr	SAP59000	-	-	-	-	32,368	32,368	3,202,504	-	-	-	3,202,504
U.S. St Tx Exp-Curr Yr	SAP59010	-	-	-	-	4,994	4,994	489,347	-	-	-	489,347
Non-U.S. Inc Tx Exp-Curr Yr	SAP59020	-	-	-	(4,086,011)	-	-	-	-	-	-	-
Income Tax Expense	INC_TAX_EXP_BENEFIT	-	-	-	(4,086,011)	37,362	37,362	3,691,851	-	-	-	3,691,851
Net Income (Loss) from Continuing Operations	NET_INCOME_CONT_O	\$0.00	\$0.00	\$518,388.04	841,641	-\$37,088,507.07	(37,066,507)	-\$4,544,394,554.50	\$0.00	\$0.00	\$0.00	(4,544,394,555)
Income (Loss) from Discontinued Operations												
Net Income (Loss)	NET_INCOME	\$0.00	\$0.00	\$518,388.04	841,641	-\$37,088,507.07	(37,066,507)	-\$4,544,394,554.50	\$0.00	\$0.00	\$0.00	(4,544,394,555)
					(0)		-					

EXAM10362103

ResCap Invest/GMAC Mtg Grp/BMMZ Trial B
Trial Balance for Month ended 12/31/2009
Unaudited

Report Run Date: 1/13/2010
Report Run Time: 14:54
ENTERPRISE_ACCOUNT Tree Version

As Of Reporting Date: 12/31/2009
Report Layout: EXT_RPTG_TB_LE_DETAIL_RESIPLUS_YTD

	60000	GMAC Mtg Group Elims	GMAC Mtg Ops Other	BMMZ, Inc.	ELM36	Total
Provision for Loan Losses						
Cons Prov Cr Loss-Res Mtg		SAP51050	-	-	-	3,437,634,654
Comm Prov Cr Loss-Oth CommLn		SAP51090	-	-	-	9,838,238
Provision for Loan Losses		PROV_LOAN_LOSSES	-	-	-	3,447,472,892
Total expenses		TOTAL_EXPENSES				
Compensation and benefits		COMP_BENEFITS	-	23,964	-	355,803,132
Professional fees		PROFESSIONAL_FEES	-	-	-	124,888,179
Data process & telecom		DP_COMMUNICATION	-	-	-	134,511,577
Advertising		ADVERTISING	-	-	-	67,903,883
Occupancy		OCCUPANCY	-	-	-	30,446,036
Other		MISC_OPERATING_EXI	3	-	-	1,336,819,605
Non Interest Expense		TOTAL_EXPENSES	3	23,964	-	2,050,372,412
Income tax expense (benefit)		INC_TAX_EXP_BENEFIT				
Fed Inc Tx Exp-Curr Yr		SAP59000	-	-	-	(227,375,690)
U.S. St Tx Exp-Curr Yr		SAP59010	-	-	-	(24,616,799)
Non-U.S. Inc Tx Exp-Curr Yr		SAP59020	-	-	-	(4,086,011)
Income Tax Expense		INC_TAX_EXP_BENEFIT	-	-	-	(256,078,500)
Net Income (Loss) from Continuing Operations		NET_INCOME_CONT_O	\$4,580,897,487.88	4,580,897,488	(23,682)	-
Income (Loss) from Discontinued Operations						
Net Income (Loss)		NET_INCOME	\$4,580,897,487.88	4,580,897,488	(23,682)	-

EXAM10362103

10044 is solvent. No entries to be booked in December

*Diana Goembel
Senior Accountant
Parent Company - RESCAP
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EXAM10362103

GMAC Mortgage Entities

		Minimum Required Equity	Actual Equity (Deficit) December 2009	Excess (Deficit) Versus Required	Direct Parent Rcvbl (Debt) Interco Balance December 2009	Direct Parent	Debt Relief Adjustment	Adjusted Equity	Adjusted Excess (Deficit) Versus Required
GMAC Mortgage LLC	SS001	1,000,000	3,693,014,241	3,692,014,241			0	3,693,014,241	3,692,014,241
Executive Trustee Services LLC *	SS002	7,500	162,025,279	162,017,779			0	162,025,279	162,017,779
Residential Consumer Serv LLC	SS007	1	49,791	49,790			0	49,791	49,790
Ditech.com LLC	SS026	200,000	3,495,375	3,295,375			0	3,495,375	3,295,375
GMACR Mortgage Products LLC	SS064	1	33,125,877	33,125,876			0	33,125,877	33,125,876
GMAC Mortgage Serv Advanc Fund	SS088	1	(1,704,628)	(1,704,629)	(673,440,662)	001	2,000,000	295,372	295,371

* Entity not listed on Revolver but has licensing requirements, include in process

Note that we must contact Barb Westman for permission before
we process any debt relief to Corp 007 RCS !!!

Note a \$20 million equity adjustment was processed for GMACM due to an agency requirement around quarterly reductions in equity.

12/31/09 LOC Assets

GL ACCTG PERIOD	LEGAL ENTITY CODE	LEGAL ENTITY NAME	FUND FACILITY BORR BASE DSCR	NET ASSET CARRY VALUE	UND FACILITY NAME
200912	001	GMAC Mortgage	HELOC Excluded Amounts	125,577,145	GMAC LOC
200912	10010	RFC	Group C Loans	75,717,073	GMAC LOC
200912	001	GMAC Mortgage	REO in SPV-GMACM	2,303,179	GMAC LOC
200912	001	GMAC Mortgage	Group B Loans	161,956,466	GMAC LOC
200912	10010	RFC	REO in SPV-RFC	962,389	GMAC LOC
200912	10010	RFC	REO out of SPV-RFC	8,660,400	GMAC LOC
200912	001	GMAC Mortgage	REO out of SPV-GMACM	3,416,653	GMAC LOC
200912	10010	RFC	Group A Loans	62,183,314	GMAC LOC
200912	001	GMAC Mortgage	Group E Loans	30,363,237	GMAC LOC
200912	001	GMAC Mortgage	Group D Loans	79,304,588	GMAC LOC
200912	10010	RFC	Group F Loans	619,383,811	GMAC LOC
200912	11786	GX CE Funding II B.V	GX-Dutch Loans	23,294,669	GMAC LOC
200912	11810	Flume (no 8)	Flume-A	64,316,452	GMAC LOC
200912	11786	GX CE Funding II B.V	GX-German Loans	92,528,789	GMAC LOC
200912	11810	Flume (no 8)	Flume-C	48,546,331	GMAC LOC
200912	10010	RFC	GX-German Loans	(62,895,302)	GMAC LOC
200912	11810	Flume (no 8)	Flume-C	110,719,553	GMAC LOC
200912	10010	RFC	Flume-A	(8,220,000)	GMAC LOC
200912	11810	Flume (no 8)	Flume-B	55,711,137	GMAC LOC
200912	10010	RFC	Flume-B	(30,220,000)	GMAC LOC
200912	10010	RFC	Flume-C	(26,870,000)	GMAC LOC
200912	11786	GX CE Funding II B.V	GX-German MBS	34,514,579	GMAC LOC
200912	10010	RFC	GX-Dutch Loans	(6,203,002)	GMAC LOC
200912	10022	BCG Equity Investments I	Equity Inv I	131,290,674	GMAC LOC
200912	001	GMAC Mortgage	FHA/VA Receivables-Group D	539,810	GMAC LOC
200912	001	GMAC Mortgage	FHA/VA Receivables-Group E	66,137,262	GMAC LOC
200912	001	GMAC Mortgage	FHA/VA Receivables-Group B	10,733,744	GMAC LOC
200912	095	Passive Asset Transactions, LLC	German Class B Securities	24,946,714	GMAC LOC
200912	10010	FSMC	Warehouse Loans	30,602,300	GMAC LOC
200912	10010	PSER	Warehouse Loans	22,149,474	GMAC LOC

1,761,451,441

EXAM10362103

12/31/09 Revolver Assets

CCTG CYCLE	SAL ENTITY	CO	SAL ENTITY NA	FACILITY BORR BASE	ASSET CARRY	VALUE_AMT
31-Dec-09 001	Mortgage		REO out of SPV		837,991	
31-Dec-09 10010	RFC		Servicing P&I Advances		8,307,996	
31-Dec-09 10555	Home Finance I		BCG		55,259,538	
31-Dec-09 11809	Viaduct (no. 7)		IBG-UK		205,169,283	
31-Dec-09 001	Mortgage		Scratch and Dent Loans		387,814,729	
31-Dec-09 10010	RFC		REO out of SPV		8,567,414	
31-Dec-09 10011	HFN		Advances		(236,907)	
31-Dec-09 001	Mortgage		Residual Interest		11,531,010	
31-Dec-09 10010	RFC		Residual Interest		1,613,665	
31-Dec-09 10010	RFC		Advances		20,284,296	
31-Dec-09 16115	(Marbella		BCG		34,880,989	
31-Dec-09 001	Mortgage		Other Receivables		77,173,110	
31-Dec-09 11784	B.V.		IBG-CE		175,461,428	
31-Dec-09 10010	RFC		IBG-CE		(116,971,777)	
31-Dec-09 001	Mortgage		Conforming Loans		48,620,148	
31-Dec-09 001	Mortgage		Servicing P&I Advances		206,856,833	
31-Dec-09 16220	Properties, LLC		BCG		44,328,381	
31-Dec-09 10015	RFAH		Securities		169,798	
31-Dec-09 10010	RFC		Scratch and Dent Loans		286,260,983	
31-Dec-09 10010	RFC		REO in SPV		21,230,490	
31-Dec-09 10011	HFN		REO out of SPV		2,372	
31-Dec-09 10018	Hidden		BCG		117,932	
31-Dec-09 095	Transactions,		Securities		18,055,828	
31-Dec-09 001	Mortgage		REO in SPV		1,422,366	
31-Dec-09 10011	HFN		REO in SPV		276,780	
31-Dec-09 30003	Construction		BCG		299,390,263	
31-Dec-09 10010	RFC		IBG-UK		(34,180,000)	
31-Dec-09 001	Mortgage		Advances		143,314,589	
31-Dec-09 10010	RFC		Securities		4,101,735	
31-Dec-09 001	Mortgage		Securities		22,257,955	
31-Dec-09 10015	RFAH		Residual Interest		5,461,212	
31-Dec-09 10010	RFC		BCG		-	
31-Dec-09 10010	RFC		IBG-Canada		79,596,627	
31-Dec-09 001	Mortgage		Servicing T&I Advances		241,106,527	

2,258,083,584

EXAM10362103

Reporting	As of Date	Payable Receivable Asset	II Note	Asse	Legal Entity Code	GL Account Num	Cost	Cents	Local Currenc	US Dollar Amount	Funding Facility
200912	12/31/2009	GMAC REVOLVER	Payable		10010	2010000009	2210	647661807.4		647,661,807	GMAC REVOLVER
200912	12/31/2009	GMAC REVOLVER	Payable		1	23000002	REVO01	897639149.1		897,639,149	GMAC REVOLVER
200912	12/31/2009	GMAC LOC	Payable		10010	2010000001	2210	193940100		193,940,100	GMAC LOC
200912	12/31/2009	GMAC LOC	Payable		1	23000002	REVO01	149559900		149,559,900	GMAC LOC

EXAM10362103

GMAC ResCap, LLC
Tangible Net Equity Compliance Analysis
Amounts in Dollars, unless noted

Tangible Net Equity Compliance Analysis Amounts in Dollars, unless noted		ResCap Liquidity		Net Equity				Adjusted Net Tangible Equity				Comments	
		Unrestricted	Total	ResCap	RFC	GMACM	All Other / Eliminations	RFC	GMACM				
								NY - State	FNMA	GNMA	NY - State		
Minimum Covenant and Compliance Requirements													
Funding Facilities													
1	Tangible Net Worth	\$	-	\$	250,000,000	\$	1	\$	1	\$	1		
2	Liquidity	\$	250,000,000	\$	750,000,000								
Agency Min Equity Requirements													
3	HUD (adjusted net worth)												
4	FNMA (based on our FNMA portfolio)			\$	250,000,000					\$	354,581,000	Required amount as of Oct 31	
5	GNMA (based on securities held or min of \$500 million)									\$	500,000,000		
6	FHLMC					\$	250,000	\$	250,000				
Licensing													
7	Individual States - Min GAAP Equity New York (Adjusted Tangible Net Equity)	N/A		N/A		\$	1,000,000	\$	1,000,000	\$	250,000	\$	250,000

Equity Roll Forward / Estimates																						
8	November 30, 2009 (Beg Balance)	\$	424,000,000	\$	957,000,000	\$	275,000,268	\$	40,989,374	\$	4,583,507,191	\$	(4,510,917,309)	\$	2,000,000	\$	2,510,947,000	\$	2,325,517,000	\$	2,325,517,000	
December Activity																						
9	Projected December Activity / Operating Results		(80,000,000)		(157,000,000)		(583,000,000)		(391,000,000)		(192,000,000)				(391,000,000)		(192,000,000)		(192,000,000)		(192,000,000)	
RFC Debt Forgiveness																						
11	CEUK				-		463,000,000				(463,000,000)		463,000,000				-		-		-	
12	Canada				-		100,000,000				(100,000,000)		100,000,000				-		-		-	
13	Mexico				-		16,000,000				(16,000,000)		16,000,000				-		-		-	
14	Tax Conversion - Record DTA and DTL				296,000,000		(380,000,000)		76,000,000		600,000,000		(380,000,000)		76,000,000		76,000,000		76,000,000		Estimate provided by GMAC tax	
15	Impairment to the DTA				(296,000,000)						(296,000,000)											
16	December 31, 2009 - Forecast	\$	344,000,000	\$	800,000,000	\$	(307,999,742)	\$	(151,010,626)	\$	4,467,507,191	\$	(4,786,917,309)	\$	(190,000,000)	\$	2,394,947,000	\$	2,209,517,000	\$	2,209,517,000	
Strategic Actions																						
17	Asset valuations																					
18	Servicing				(97,000,000)		(20,000,000)		(77,000,000)				(20,000,000)		(77,000,000)		(77,000,000)		(77,000,000)			
19	Portfolio - International				(570,000,000)		(365,000,000)				(183,000,000)		(365,000,000)				-		-		-	
20	Portfolio - Domestic				(700,000,000)		(250,000,000)		(548,000,000)				(250,000,000)		(548,000,000)		(548,000,000)		(548,000,000)		Includes \$190 for HE Funded Draws	
21	Fortress Sale				(720,000,000)		(720,000,000)		-				(720,000,000)		-		-		-		Will recognize the mark down on IBG assets in Dec	
22	Pay Off Certain Debt Facilities		(840,000,000)		(840,000,000)																GMAC Revolver and GMAC LOC	
23	Total Strategic Actions	\$	(840,000,000)	\$	(840,000,000)	\$	(2,087,000,000)	\$	(1,355,000,000)	\$	(625,000,000)	\$	(183,000,000)	\$	(1,355,000,000)	\$	(625,000,000)	\$	(625,000,000)	\$	(625,000,000)	
24	December 31, 2009 - Updated Forecast	\$	(496,000,000)	\$	(40,000,000)	\$	(2,394,999,742)	\$	(1,506,010,626)	\$	3,842,507,191	\$	(4,968,917,309)	\$	(1,546,000,000)	\$	1,769,947,000	\$	1,584,517,000	\$	1,584,517,000	
Potential Capital Contributions																						
25	GMAC Mortgage Loan Contribution	-	-		1,442,000,000		1,442,000,000		-				1,442,000,000		-		-		-		Contributed from GMAC to ResCap and From ResCap to RFC	
26	GMAC Debt Forgiveness:																					
27	MSR facility forgiveness	-	-		197,624,234		104,624,234		93,000,000				104,624,234		93,000,000		93,000,000		93,000,000			
28	GMAC LOC	-	-		-		-		-				-		-		-		-			
29	Other Liabilities	-	-		180,000,000		180,000,000				-		180,000,000		-		-		-		Accrued Stewardship liability	
30	Total Debt Forgiveness	\$	-	\$	-	\$	377,624,234	\$	284,624,234	\$	93,000,000	\$	-	\$	284,624,234	\$	93,000,000	\$	93,000,000	\$	93,000,000	
31	Cash Equity		840,000,000		840,000,000		840,000,000				840,000,000		-		-		-		-		Plug to get meet min liquidity requirements	
32	Total Capital Contributions	\$	840,000,000	\$	840,000,000	\$	2,659,624,234	\$	1,726,624,234	\$	93,000,000	\$	840,000,000	\$	1,726,624,234	\$	93,000,000	\$	93,000,000	\$	93,000,000	
33	December 31, 2009 - Post Capital Contributions	\$	344,000,000	\$	800,000,000	\$	264,624,492	\$	220,613,608	\$	3,935,507,191	\$	(4,128,917,309)	\$	181,624,234	\$	1,862,947,000	\$	1,677,517,000	\$	1,677,517,000	
Other Potential Debt Forgiveness																						
34	Revolver related to prior asset sales				-		147,000,000				(147,000,000)		147,000,000									

EXAM10362104

Includes \$250 million estimate for the adjustment to the Rep and Warranty reserve
Will need to look at this by sub and determine if any of the subs will have offsetting tax benefits / expense - RFC should be able to use the DTL, but that would be offset with additional impairment to the total ResCap DTA - so we still net to zero on a consolidated basis.

Total Parent Co has \$800 million in DTA, but with \$100 million impaired

0.207207207

0.350728155

RFC		GMACM
-		520,252,000.00

EXAM10362104

Rescap

11/30/09 Equity

Rescap

275,000,259

EXAM10362104

RFC Entities	LE#	11/30/09 Equity
GMAC-RFC	10010	1,662,656,483
Homecomings Financial Network	10011	949,576,466
RFC Asset Holdings, Inc.	10015	58,379,335
RFC SFJV-2002, LLC	10301	33,953,881
RCSFJV2004, LLC	10302	8,719,964
RFC Asset Management	10300	52,294,047
Developers of Hidden Springs	10018	5,179,945
Hidden Springs Sewer Company	10019	1,560,062
Developers of Denver	10021	1,000,608
Ameriland LLC	13003	93,434
Core Equity I LLC	10022	76,554,459
Equity Investment IV	16115	19,777,173
GMAC Model Home I	10550	737,978
CMH Holdings	10555	237,053,343
RFC Construction Funding Corp.	30003	78,104,490
RC Properties I	30004	71,341,240
DOA HOLDING	16221	43,526,213 *
DOA Properties VIII	16288	684,233
DOA Properties I	16230	56,690
DOA Properties II	16240	8,116,036
DOA Properties III	16280	15,837,986
Win-Win Spectrum	16270	698,634
Win-Win Beazer Pool I	16271	8,119,147
Win-Win Pardee Pool II	16272	48,334
Win-Win Pardee Pool III	16273	14,131,460
DOA Properties IIIB	16263	14,053,133
DOA Properties IV	16264	99,531
DOA Properties V	16265	13,957,392
DOA Properties VII	16267	36,489,888
DOA Properties IX	16269	15,574,166
MALA SPE (MFC Asset)	13200	263,018,318
Residential Funding Mortgage Securities I	10002	-

* This balance needs to be verified

EXAM10362104

GMAC Mortgage Entities	LE#	11/30/09 Equity
GMAC Mortgage LLC	SS001	4,583,507,193
Executive Trustee Services LLC	SS002	157,873,487 *
Residential Consumer Serv LLC	SS007	52,074
GMAC Mortgage USA Corporation	SS009	1,071,888
Ditech.com LLC	SS026	3,495,442
GMAC Residential Holding Co LL	SS033	2,039,739,119
Home Connects Lending Serv LLC	SS067	409,478
GMACR Mortgage Products LLC	SS084	39,614,080
MINT I, LLC	SS089	107,163,750
MINT I VFN Holdings, LLC	SS090	1
Passive Asset Transactions LLC	SS095	1,449,163,623

* Entity not listed on Revolver but has licensing requirements

EXAM10362104

Residential Funding Company, LLC
Regulatory Adjusted Net Worth Calculation
(in whole dollars)

	<u>November 30, 2009</u>	
RFC equity at month end	\$ (88,711,626)	\$ (88,711,626)
Less unacceptable assets:		
Affiliate rec - Resi	33,612,374	
Affiliate rec - ResMor	456,506	
Affiliate rec - Broker Dealer	91,394	
Other assets	4,829,300	
RFC adjusted net worth (a)	(127,701,200)	
Minimum regulatory required adjusted net worth	1,000,000	
Excess net worth approved by the ResCap Board	1,000,000	
Total required adjusted net worth (b)	2,000,000	
Excess (deficit) RFC adjusted net worth (a - b)	\$ (129,701,200)	
		what regulatory entity requires this amount?
GMAC MSR debt forgiveness	\$ 52,376,000	
PCO Intercompany	77,325,000	
	\$ 129,701,000	\$ 129,701,000
		\$ 40,989,374

EXAM10362104

Residential Funding Company, LLC
Other Assets Detail
(in whole dollars)

	<u>November 30, 2009</u>
Property and equipment at cost	\$ 252,836,883
Accumulated depreciation and amortization	<u>(202,967,851)</u>
Net property and equipment	49,869,032
Fair value of derivative instruments	75,594,356
Restricted cash	235,144,647
Reposessed, foreclosed and owned real estate	239,202,989
Derivative collateral placed with counterparties	4,875,043
Uncertificated trading securities	221,913,043
Income taxes receivable	37,758,211
Prepaid expenses	34,464,700
Other assets	4,829,300
Total other assets	<u>\$ 903,651,321</u>

is this used for anything in the TNW calc?

EXAM10362104

	ResCap Consolidated	ResCap Consolidated	ResCap Consolidated	ResCap Consolidated	ResCap Consolidated	ResCap Consolidated
	Y2009 PRODUCT Amount Actual Source YTD Nov	Y2009 PRODUCT Amount Actual Source YTD Nov	Y2009 PRODUCT Amount Actual Source YTD Nov	Y2009 PRODUCT Amount Actual Source YTD Oct	Y2009 PRODUCT Amount Actual Source YTD Oct	Y2009 PRODUCT Amount Actual Source YTD Oct
Total equity	Rescap Excl Bank and ResMor 1,956,459,229	GMACM - GMAC Mortgage LLC 5,188,975,445	LE Consolidated RFC Legal Entity 2,881,096,569	Rescap Excl Bank and ResMor 1,880,563,674	GMACM - GMAC Mortgage LLC 5,100,426,417	LE Consolidated RFC Legal Entity 2,753,300,906
Net (loss) income	(1,681,458,970)	(605,468,255)	(2,840,107,195)	(1,591,221,708)	(630,331,701)	(2,725,404,508)
	275,000,258	4,583,507,191	40,989,374	289,341,966	4,470,094,716	27,896,399

EXAM10362104

ResCap Consolidated	ResCap Consolidated	ResCap Consolidated
Y2009	Y2009	Y2009
PRODUCT	PRODUCT	PRODUCT
Amount	Amount	Amount
Actual	Actual	Actual
Source	Source	Source
YTD Sep	YTD Sep	YTD Sep
Rescap Excl Bank and ResMor	GMACM - GMAC Mortgage LLC	LE Consolidated RFC Legal Entity
1,898,271,973	5,100,425,272	2,678,433,947
(1,489,438,387)	(656,202,971)	(2,641,911,186)
408,833,586	4,444,222,301	36,522,761

EXAM10362104

**RFC
Summary of Requirements**

01/31/10

In Compliance?

Overall Compliant?

Yes

HUD Net Worth

Yes

RFC - NEW YORK Licensing

Yes

RFC - CALIFORNIA Licensing

Yes

RFC - MICHIGAN Licensing

Yes

RFC - KENTUCKY (Highest Requirement) Licensing

Yes

GSAP - RFC Solvency

Yes

GSAP - RFC-GSAP Servicer Advance, LLC Solvency

Yes

LEHMAN - RFC Solvency

Terminated

EXAM10362105

Residential Funding Company
(Dollars in Whole Dollars)

HUD CALCULATION

	10/31/09	11/30/09	12/31/09	01/31/10
FHA Insured Mortgage Volume*				
Factor of 1%	1%	1%	1%	1%
Subtotal	\$ -	\$ -	\$ -	\$ -
Minimum	250,000	250,000	250,000	250,000
Subtotal	250,000	250,000	250,000	250,000
Maximum	1,000,000	1,000,000	1,000,000	1,000,000
HUD Required Net Worth	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000
GAAP Equity	\$ 27,896,399	\$ 40,989,374	\$ 853,872,105	\$ 980,915,275
Less: Receivables from Affiliates Resi	2020100001 20,200,549	33,612,374	-	8,934,943
Less: Receivables from Affiliates ResMor	2020100012 -	456,506	23,334	3,850
Less: Receivables from Affiliates Broker Dealer	1020700090 837,134	91,394	217,881	45,205
Less: Other Assets	Oth Assts-Oth 4,858,716	4,829,300	4,780,339	4,399,074
Adjusted Net Worth	\$ 2,000,000	\$ 1,999,800	\$ 848,850,550	\$ 967,532,203
HUD Required Net Worth	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000
Adjusted Net Worth	2,000,000	1,999,800	848,850,550	967,532,203
Excess Net Worth	\$ 1,750,000	\$ 1,749,800	\$ 848,600,550	\$ 967,282,203

In Compliance?	Yes	Yes	Yes	Yes
-----------------------	------------	------------	------------	------------

Per HUD Manual:
For continued approval, any supervised mortgagee or non-supervised mortgagee must maintain an adjusted net worth of one percent of the volume of FHA single family insured mortgages the mortgagee originated, purchased, or serviced during the prior fiscal year, but not less than \$250,000, up to a maximum requirement of \$1 million. Supervised mortgagees are not required to verify adjusted net worth to renew their approval, but may be asked to verify compliance during the renewal process.
In calculating mortgage volume at the end of the fiscal year:
- Start with the aggregate unpaid principal balance in the servicing portfolio as of the end of the fiscal year
- Add the aggregate original principal amount of insured mortgagees purchased from sponsored loan correspondents during the fiscal year, and
- Subtract from this total the aggregate outstanding principal balance of insured mortgagees originated by the mortgagee or purchase from its loan correspondent during the mortgagees fiscal ear that were retained for servicing

* Note: As \$250,000 is the max amount, the 1% of column calc is not performed.

EXAM10362105

Licensing Requirements

Licensing Requirements

RFC - KENTUCKY (Highest Requirement)

Per Compliance, three states require a defined Adjusted Net Worth calculation as shown below. All other states use a GAAP net worth definition with the highest requirement in the state of Kentucky for \$1 million.

adjusted net worth of not less than \$250,000.

[illegible]

Net worth is \$25,000. California utilizes the HUD financial calculation.

A. S. C. R. 0000

commissioner. Net worth shall be disclosed on a form prescribed by the commissioner or on a form prepared and reviewed by a certified public accountant and shall be computed in accordance with generally accepted accounting principles. The following assets shall be excluded in the computation of net worth:

- (f) Organization costs.

Funding Facilities Solvency Requirements
(Dollars in Whole Dollars)

GSAP Facility

Residential Funding Company, LLC

	11/30/09	12/31/09	01/31/10
Required Net Worth	\$ 1	\$ 1	\$ 1
GAAP Net Worth	40,989,374	853,872,105	980,915,275
Excess Net Worth	\$ 40,989,373	\$ 853,872,104	\$ 980,915,274

In Compliance?	Yes	Yes	Yes
-----------------------	-----	-----	-----

RFC-GSAP Servicer Advance, LLC

Required Net Worth	\$ 1	\$ 1	\$ 1
GAAP Net Worth	1,841,735	1,841,735	1,841,734
Excess Net Worth	\$ 1,841,734	\$ 1,841,734	\$ 1,841,733

In Compliance?	Yes	Yes	Yes
-----------------------	-----	-----	-----

LEHMAN Facility

Residential Funding Company, LLC

Required Net Worth	\$ 1	\$ 1	\$ 1
GAAP Net Worth	40,989,374	853,872,105	980,915,275
Excess Net Worth	\$ 40,989,373	\$ 853,872,104	\$ 980,915,274

In Compliance?	Yes	Yes	Yes	Terminated
-----------------------	-----	-----	-----	------------

Per GSAP agreement (based on facility document),

"During the term of this Indenture, the Issuer is not and will not be "insolvent" and as of each Funding Date, the Issuer, each Transferor and each Originator shall not be insolvent"

Definitions include:

Issuer - GMAC MORTGAGE SERVICER ADVANCE FUNDING COMPANY LTD
Originator - GMACM and RFC
Transferor - GMAC Mortgage Transferor or the RFC Transferor, meaning:
"GMAC Mortgage Transferor" means GMACR Mortgage Products, LLC, in its capacity as purchaser of the GMAC Mortgage Receivables under the GMAC Mortgage Receivables Sale Agreement and as transferor of the GMAC Mortgage Receivables under the GMAC Mortgage Receivables Pooling Agreement, and any successors and assignees permitted hereunder.
"RFC Transferor" means RFC - GSAP Servicer Advance, LLC, a Delaware limited liability company, in its capacity as purchaser of the RFC Receivables under the RFC Receivables Sale Agreement and as transferor of the RFC Receivables under the RFC Receivables Pooling Agreement, and any successors and assignees permitted hereunder

Per Mike Scarseth, the Lehman agreement terminated in January 2010.

We have not been able to get Lehman to sign a termination letter. Nevertheless, the repurchase agreement obligations have been satisfied and the agreement terminated under its terms. We view the repo as terminated, thus we no longer have any compliance requirements thereto.

Per Lehman agreement (based on facility document):

U(b)(x) Each Transaction Party and its Subsidiaries are solvent and will not cease to be solvent due to any Transaction hereunder or the Guarantee of Guarantor (both immediately before and after giving effect to such Transaction or the Guarantee of Guarantor). The amount of consideration being received by Seller upon its sale or transfer of any Purchased Asset to buyer constitutes reasonably equivalent value and fair consideration for such Purchased Asset. No Seller is selling or transferring any Purchased Asset with any intent to hinder, delay, or defraud any of its creditors. As used herein, the term "Solvent" means, with respect to each Transaction Party on a particular date that on such date (i) the most recently reported value of the assets pursuant to Section 11(c) hereof of such Transaction Party, taking into account the fair value of assets accounted for on a fair value basis and the carry value of other assets, is greater than the total amount of the most recently reported liabilities pursuant to Section 11(c) hereof of such Transaction Party (including the fair value of liabilities reported on a fair value basis), (ii) after giving effect to each Transaction, such Transaction Party is able to realize upon its assets and pay its debts and other liabilities as they mature, assuming an orderly disposition, and (iii) such Transaction Party does not have unreasonably small capital with which to conduct its business. Also, an "Event of Insolvency" occurs with respect to RFC, ResCap or a Material Affiliate. Event of Insolvency is essentially a bankruptcy filing.

EXAM10362105

Desktop Procedures

This spreadsheet was developed to monitor the various solvency and net worth requirements of the RFC entities.

Monthly

1. Update the date to the current month end.
2. Update values in green cells to current month end values
3. Ensure all edit checks are yes.
4. If any entity is not meeting the requirement, debt forgiveness may be processed by requesting approval from Jim Young.

Annually

1. When requested by Compliance to certify net worth for license filing, verify that the calculation has not changed, or make any necessary changes and document the source.
2. Annually, (suggest end of third quarter or early fourth quarter) verify all funding facility requirements with Treasury. They should be providing notification during the year on any changes.

EXAM10362105

GMAC Mortgage LLC Net Worth Tests

Summary of Requirements 1/31/10	In Compliance?
Overall Compliant?	Yes
FANNIE MAE CALCULATION	Yes
GINNIE MAE CALCULATION	Yes
FREDDIE MAC CALCULATION	Yes
FNMA 302.01: Decline in Net Worth one quarter	Yes
FNMA 302.01: Decline in Net Worth two quarters	Yes
FNMA 302.02: Profitability	Yes
FNMA 302.03: Minimum Capital Requirements	Yes
GNMA Rep. & Warranty Computation of Adjusted Net Worth	Yes
T905 - GMEN Indenture Net Worth	Yes
T932 - CITI Consolidated Tangible Net Worth	Yes
T932 - CITI Consolidated Tangible Net Worth above \$1.0 billion?	Yes
T932 - CITI Consolidated Tangible Net Worth above \$0.5 billion?	Yes
GSAP - GMAC Mortgage LLC Net Worth	Yes
GSAP - GMACR MORTGAGE PRODUCTS LLC Net Worth	Yes
GSAP - GMAC MORTGAGE SERV ADVANCE FUND Net Worth	Yes
GMAC MORTGAGE - NEW YORK Licensing	Yes
GMAC MORTGAGE - CALIFORNIA Licensing	Yes
GMAC MORTGAGE - MICHIGAN Licensing	Yes
GMAC MORTGAGE - KENTUCKY (Highest Requirement) Licensing	Yes
DITECH Licensing	Yes
EXECUTIVE TRUSTEE SERVICES Licensing	Yes

EXAM10362106

GMAC Mortgage
Standard Agency Requirements
(Dollars in thousands)

	12/31/2008	1/31/2009	2/28/2009	3/31/2009	4/30/2009	5/31/2009	6/30/2009	7/31/2009	8/31/2009	9/30/2009	10/31/2009	11/30/2009	12/31/09	1/31/10
FANNIE MAE CALCULATION														
FNMA Portfolio	\$ 149,418,472	\$ 145,322,226	\$ 143,129,472	\$ 142,936,646	\$ 141,495,013	\$ 139,879,412	\$ 139,689,217	\$ 139,655,956	\$ 140,041,574	\$ 140,628,845	\$ 141,172,285	\$ 106,116,713	\$ 97,981,092	\$ 96,547,564
Factor	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%
Subtotal	373,546	363,306	357,824	357,342	353,738	349,699	349,223	349,140	350,104	351,572	352,931	265,292	244,953	241,369
Plus: FNMA Base	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	1,650	2,500	2,500
FNMA Required Net Worth	\$ 375,196	\$ 364,956	\$ 359,474	\$ 358,992	\$ 355,388	\$ 351,349	\$ 350,873	\$ 350,790	\$ 351,754	\$ 353,222	\$ 354,581	\$ 266,942	\$ 247,453	\$ 243,869
GAAP Net Worth	\$ 1,684,549	\$ 1,762,556	\$ 1,712,157	\$ 1,617,573	\$ 1,572,871	\$ 2,231,154	\$ 4,403,205	\$ 4,561,969	\$ 4,604,514	\$ 4,444,223	\$ 4,470,095	\$ 4,583,507	\$ 3,693,014	\$ 3,712,853
Less: Receivables from Affiliates	376,073	533,263	558,969	590,592	676,661	930,845	1,215,398	1,501,447	1,411,601	1,427,921	1,431,594	1,381,591	1,018,446	1,002,277
Less: Pledged assets against off b/s	11,000	11,000	11,000	11,000	11,000	11,000	11,041	1,511	1,511	1,511	1,511	1,511	1,502	1,502
Less: Derivatives and Collateral from Affiliates	-	-	-	-	-	350,549	199,905	252,125	321,562	402,913	526,043	756,026	695,749	686,794
Adjusted Tangible Net Worth	\$ 1,297,476	\$ 1,218,293	\$ 1,142,188	\$ 1,015,981	\$ 895,210	\$ 938,760	\$ 2,976,873	\$ 2,806,886	\$ 2,869,840	\$ 2,611,878	\$ 2,510,947	\$ 2,444,379	\$ 1,977,317	\$ 2,022,280
FNMA Required Net Worth	\$ 375,196	\$ 364,956	\$ 359,474	\$ 358,992	\$ 355,388	\$ 351,349	\$ 350,873	\$ 350,790	\$ 351,754	\$ 353,222	\$ 354,581	\$ 266,942	\$ 247,453	\$ 243,869
Adjusted Tangible Net Worth	\$ 1,297,476	\$ 1,218,293	\$ 1,142,188	\$ 1,015,981	\$ 895,210	\$ 938,760	\$ 2,976,873	\$ 2,806,886	\$ 2,869,840	\$ 2,611,878	\$ 2,510,947	\$ 2,444,379	\$ 1,977,317	\$ 2,022,280
Excess Net Worth	\$ 922,280	\$ 853,337	\$ 782,714	\$ 656,989	\$ 529,822	\$ 587,411	\$ 2,626,000	\$ 2,456,096	\$ 2,518,086	\$ 2,258,656	\$ 2,156,366	\$ 2,177,437	\$ 1,729,864	\$ 1,778,411

In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
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GINNIE MAE CALCULATION														
Unpaid Principal Balance of Securities Outstanding	\$ 17,779,478	\$ 18,076,011	\$ 18,637,442	\$ 19,551,925	\$ 21,706,861	\$ 23,341,128	\$ 25,591,264	\$ 27,603,111	\$ 29,634,672	\$ 31,655,900	\$ 34,079,530	\$ 35,950,215	\$ 36,789,404	\$ 38,591,930
Plus: Outstanding Balance of Commitments Authority Issued & Requested	2,590	245,747	1,013,346	803,235	2,442,049	2,830,088	34,827	2,448,727	214,577	247,820	2,521,774	48,782	743,843	41,269
Total Outstanding Portfolio and Authority	17,782,068	18,321,758	19,650,788	20,355,160	24,148,910	26,171,216	25,626,091	30,051,838	29,849,249	31,903,720	36,601,304	35,998,997	37,533,247	38,633,199
Less exclusion required	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Percentage required	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%
	35,524	36,604	39,262	40,670	48,258	52,302	51,212	60,064	58,658	63,767	73,163	71,958	75,026	77,226
Plus 1.0% of outstanding servicing and commitments in excess of \$5 million, but less than \$20 million	150	150	150	150	150	150	150	150	150	150	150	150	150	150
Plus minimum required for servicers with more than one type of security	250	250	250	250	250	250	250	250	250	250	250	250	250	250
GNMA Required Net Worth	\$ 35,924	\$ 37,004	\$ 39,662	\$ 41,070	\$ 48,658	\$ 52,702	\$ 51,612	\$ 60,464	\$ 60,058	\$ 64,167	\$ 73,563	\$ 72,358	\$ 75,426	\$ 77,626
Member's Equity per Consolidated Balance Sheet	\$ 1,684,549	\$ 1,762,556	\$ 1,712,157	\$ 1,617,573	\$ 1,572,871	\$ 2,231,154	\$ 4,403,205	\$ 4,561,969	\$ 4,604,514	\$ 4,444,223	\$ 4,470,095	\$ 4,583,507	\$ 3,693,014	\$ 3,712,853
Less Unacceptable Assets:														
Accounts Receivable - Affiliates	376,073	533,263	558,969	590,592	676,661	930,845	1,215,398	1,501,447	1,411,601	1,427,921	1,431,594	1,381,591	1,018,446	1,002,277
Derivatives and Collateral - Affiliates	-	-	-	-	-	350,549	199,905	252,125	321,562	402,913	526,043	756,026	695,749	686,794
Intangibles	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loans to Officers	42	27	18	-	-	-	-	-	-	-	-	-	-	-
Deferred Charges	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Unacceptable Assets	141,688	142,613	151,972	162,156	163,941	169,581	172,337	174,260	180,241	184,794	186,941	189,849	191,239	195,227
Subtotal - Unacceptable Assets	517,803	675,903	710,959	752,748	840,802	1,450,975	1,587,628	1,927,832	1,913,404	2,015,628	2,144,578	2,327,466	1,905,434	1,884,298
Adjusted Net Worth	\$ 1,166,746	\$ 1,086,653	\$ 1,001,198	\$ 864,825	\$ 732,269	\$ 780,179	\$ 2,815,577	\$ 2,634,137	\$ 2,691,110	\$ 2,428,595	\$ 2,325,517	\$ 2,256,041	\$ 1,787,580	\$ 1,828,555
Required Net Worth calculated above	\$ 35,924	\$ 37,004	\$ 39,662	\$ 41,070	\$ 48,658	\$ 52,702	\$ 51,612	\$ 60,464	\$ 60,058	\$ 64,167	\$ 73,563	\$ 72,358	\$ 75,426	\$ 77,626
Minimum Required Net Worth per GNMA						500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000
Required Net Worth (greater of calculation above or 500,000 minimum)						500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000
Adjusted Net Worth	1,166,746	1,086,653	1,001,198	864,825	732,269	780,179	2,815,577	2,634,137	2,691,110	2,428,595	2,325,517	2,256,041	1,787,580	1,828,555
Excess Net Worth	\$ 1,130,822	\$ 1,049,649	\$ 961,536	\$ 823,755	\$ 683,611	\$ 280,179	\$ 2,315,577	\$ 2,134,137	\$ 2,191,110	\$ 1,928,595	\$ 1,825,517	\$ 1,756,041	\$ 1,287,580	\$ 1,328,555

In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
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FREDDIE MAC CALCULATION														
FHLMC Required Net Worth	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250
Member's Equity per Consolidated Balance Sheet	\$ 1,684,549	\$ 1,762,556	\$ 1,712,157	\$ 1,617,573	\$ 1,572,871	\$ 2,231,154	\$ 4,403,205	\$ 4,561,969	\$ 4,604,514	\$ 4,444,223	\$ 4,470,095	\$ 4,583,507	\$ 3,693,014	\$ 3,712,853
Excess Net Worth	\$ 1,684,299	\$ 1,762,306	\$ 1,711,907	\$ 1,617,323	\$ 1,572,621	\$ 2,230,904	\$ 4,402,955	\$ 4,561,719	\$ 4,604,264	\$ 4,443,973	\$ 4,469,845	\$ 4,583,257	\$ 3,692,764	\$ 3,712,603

In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
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EXAM10362106

GMAC Mortgage
Standard Agency Requirements
(Dollars in thousands)

T009-
Per Capital Markets the net worth requirements must be maintained for Fannie Mae (Do not have agreement with the requirement)

"GAAP" shall mean United States Generally Accepted Accounting Principles inclusive of, but not limited to, applicable statements of Financial Accounting Standards issued by the Financial Accounting Standards Board, its predecessors and successors and SEC Staff Accounting Guidance as in effect from time to time applied on a consistent basis.
==

T932-
From the Loan and Security Agreement dated September 7, 2007

Section 9.01 Events of Default. The following events shall be "Events of Default":
(m) The failure of Borrower to maintain the Freddie Mac, Fannie Mae or Ginnie Mae net worth requirements.

"GAAP" means generally accepted accounting principles in effect from time to time in the United States of America and applied on a consistent basis.
==

T000-C Freddie Mac (FHLMC)

4.3: Acceptable Net Worth requirement (10/06/06)

The Seller/Serviceur must at all times maintain an Acceptable Net Worth of \$250,000. Freddie Mac may, as it deems appropriate and in its sole discretion:

Modify a Seller/Serviceur's Net Worth requirement
Impose limitations, restrictions or qualifications on the sale of Mortgages to, or the Servicing of Mortgages for Freddie Mac by any Seller/Serviceur, and
Impose additional requirements on any Seller/Serviceur, regardless of the Seller/Serviceur's Net Worth

Freddie Mac will provide Seller/Serviceur with notice of any modification to Seller/Serviceur's Acceptable Net Worth requirement, any limitations, restrictions or qualifications on the sale of Mortgages or Servicing of Mortgages, or additional requirements.
==

T000-A Fannie Mae (FNMA)

Part I, Section 302 of the Selling Guide as Amended by Announcement 8-23 dated September 16, 2008

Selling and Servicing Guides, Part I, Section 302 Net Worth and Liquidity Requirements

Minimum Net Worth Requirements – Effective as of December 31, 2008
Fannie Mae requires lenders to meet minimum net worth requirements to remain an eligible seller/servicer. Lender net worth, as defined and calculated by Fannie Mae, is the lender's Total Equity Capital as determined by Generally Accepted Accounting Principles (GAAP), less goodwill and other intangible assets (excluding Mortgage Servicing Rights) and, based on Fannie Mae's assessment of associated risks, a possible deduction of "affiliate receivables" and "pledged assets net of associated liabilities" (hereinafter referred to as "Lender Adjusted Net Worth"). Effective as of December 31, 2008, the minimum Lender Adjusted Net Worth required to be maintained by a lender must be at least \$1.65 million for approved seller/servicers and \$2.5 million for new lenders seeking Fannie Mae approval, plus a dollar amount that represents one-quarter of one percent (.25%) of the outstanding principal balance of its total portfolio of mortgages serviced for Fannie Mae. (A lender's total Fannie Mae servicing portfolio includes first and second whole mortgages held in Fannie Mae's portfolio, participation interest in first and second mortgages in participation pools held in the portfolio, mortgages and participation interests in MBS pools, and multifamily mortgages.) Lenders approved for selling and/or servicing HomeStyle® Construction-to-Permanent mortgages or mortgage loans with an Expanded Approval® recommendation are also subject to the increased net worth requirements (i.e., the current HomeStyle and Expanded Approval net worth requirements are no longer applicable as of December 31, 2008). As of December 31, 2008, the minimum Lender Adjusted Net Worth requirement for all seller/servicers will be \$2.5 million plus a dollar amount that represents one-quarter of one percent (.25%) of the outstanding principal balance of the lender's total portfolio of mortgages serviced for Fannie Mae.

==

EXAM10362106

GMAC Mortgage
Standard Agency Requirements
(Dollars in thousands)

T000-B: Ginnie Mae (GNMA)

Section 2.9(C) of Chapter 2 of the MBS GNMA guide & 3-8 of Chapter 3 dated 10/01/2008

2-9: NET WORTH REQUIREMENTS

The applicant must have an adjusted net worth, calculated as provided in paragraph (C) below, of at least:

(C) Net Worth Calculation

The computation of net worth must be performed in accordance with the procedures set forth in Audit Guide Chapter 6.

An Issuer's adjusted net worth will be calculated by subtracting the total amount of unacceptable assets from the net worth as stated on the audited balance sheet. Excess(deficit) net worth is the difference between adjusted net worth and required net worth.

In certain circumstances and by its sole discretion, Ginnie Mae may accept a corporate guaranty as consideration for reclassifying certain assets that are treated as unacceptable under the Audit Guide.

If the balance sheet includes "Other Assets" or the equivalent, a schedule identifying the major components of any such asset, signed by an officer of the Issuer, must be included. If a schedule is not included, the item will be deducted by Ginnie Mae for purposes of calculating adjusted net worth.

3-8: NET WORTH REQUIREMENTS

An approved Issuer must maintain an adjusted net worth, calculated as provided in Section 2-9(D), of at least the following amounts:

(A) Types of Authorized Securities

(1) SF, FS, BD, ARM, GPM, GEM, SN, MH and HMBS securities: If the applicant is authorized to issue only the types of securities included in this category, \$1,000,000, plus 1 percent of the amount of the Ginnie Mae securities outstanding in excess of \$5 million but less than \$20 million, plus 0.2 percent of any amount by which the total of additional Ginnie Mae securities, commitment authority, pools, and loan packages that have been approved, but for which securities have not yet been delivered, exceeds \$20 million.

(4) Issuers of Single Family MBS and HMBS, approved before October 1, 2008, will have until October 1, 2010 to meet the \$1,000,000 net worth requirement.

Between 10/1/08 and 10/1/2010 Issuers that are already approved must maintain the current net worth requirements.

a) Single family \$250,000 minimum net worth requirement

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EXAM10362106

GMAC Mortgage
Standard Agency Requirements
(Dollars in thousands)
For the Period Ended December 31, 2009

FANNIE MAE CALCULATION 302.01, 302.02, 302.03

	12/31/2007	3/31/2008	6/30/2008	9/30/2008	12/31/2008	3/31/2009	6/30/2009	9/30/2009	12/31/09	1/31/10
Adjusted Tangible Net Worth	901,117	1,330,902	1,155,160	1,217,205	1,297,476	1,015,981	2,976,873	2,611,878	1,977,317	2,022,280
Quarterly Net Income (Loss)	(274,422)	351,299	(115,585)	(153,224)	(139,434)	(221,689)	(234,587)	(199,925)	(981,399)	-
Total Assets	10,491,891	10,681,606	10,357,597	10,434,333	9,500,071	9,597,951	11,008,405	11,176,139	11,235,856	11,615,737

302.01: Decline in Net Worth

Quarterly Reporting Period (9/30/09 - 12/31/09)	
Change in Adjusted Tangible Net Worth	-24.30%
No more than 25% decline in net worth acceptable	
In compliance?	Yes
Two Quarter Reporting Period (6/30/09 - 12/31/09)	
Change in Adjusted Tangible Net Worth	-33.58%
No more than 40% decline in net worth acceptable	
In compliance?	Yes

302.02: Profitability

Four or More Quarters of Consecutive Losses from/including Q1 2008 ?	Yes	Seven consecutive quarters per Orange above
AND		
Change in Net Worth during that consecutive loss period	48.57%	December 31, 2009 versus March 31, 2008 (beginning of first period of consecutive losses)
No more than 30% decline acceptable		
In Compliance?	Yes	

302.03: Minimum Capital Requirements

Adjusted Net Worth/Total Assets at 01/31/10	17.41%
Ratio of 6% or more acceptable	
In Compliance?	Yes

EXAM10362106

GMAC Mortgage, LLC
GNMA Rep. & Warranty Computation of Adjusted Net Worth
(Dollars in thousands)

	12/31/2006	12/31/2007	12/31/2008	1/31/2009	2/28/2009	3/31/2009	4/30/2009	5/31/2009	6/30/2009	7/31/2009	8/31/2009	9/30/2009	10/31/2009	11/30/2009	12/31/09	1/31/10
Unpaid Principal Balance of Securities Outstanding			\$ 17,779,478	\$ 18,076,011	\$ 18,637,442	\$ 19,551,925	\$ 21,706,861	\$ 23,341,128	\$ 25,591,264	\$ 27,603,111	\$ 29,634,672	\$ 31,655,900	\$ 34,079,530	\$ 35,950,215	\$ 36,789,404	\$ 38,591,930
Plus: Outstanding Balance of Commitments Authority Issued & Requested			2,590	245,747	1,013,346	803,235	2,442,049	2,830,088	34,827	2,448,727	214,577	247,820	2,521,774	48,782	743,843	41,269
Total Outstanding Portfolio and Authority			17,782,068	18,321,758	19,650,788	20,355,160	24,148,910	26,171,216	25,626,091	30,051,838	29,849,249	31,903,720	36,601,304	35,998,997	37,533,247	38,633,199
Less exclusion required			20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Percentage required			17,762,068	18,301,758	19,630,788	20,335,160	24,128,910	26,151,216	25,606,091	30,031,838	29,829,249	31,883,720	36,581,304	35,978,997	37,513,247	38,613,199
			0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%
			35,524	36,604	39,262	40,670	48,258	52,302	51,212	60,064	59,658	63,767	73,163	71,958	75,026	77,228
Plus 1.0% of outstanding servicing and commitments in excess of \$5 million, but less than \$20 million			150	150	150	150	150	150	150	150	150	150	150	150	150	150
Plus minimum required for servicers with more than one type of security			250	250	250	250	250	250	250	250	250	250	250	250	250	250
Required GNMA Net Worth	\$ 33,793	\$ 34,306	\$ 35,924	\$ 37,004	\$ 39,662	\$ 41,070	\$ 48,658	\$ 52,702	\$ 51,612	\$ 60,464	\$ 60,058	\$ 64,167	\$ 73,563	\$ 72,358	\$ 75,426	\$ 77,628
Representation & Warranty Multiple	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0
Adjusted Required Net Worth	\$ 168,965	\$ 171,530	\$ 179,620	\$ 185,020	\$ 198,310	\$ 205,350	\$ 243,290	\$ 263,510	\$ 258,060	\$ 302,320	\$ 300,290	\$ 320,835	\$ 367,815	\$ 361,790	\$ 377,130	\$ 388,130
Member's Equity per Consolidated Balance Sheet			1,684,549	1,762,556	1,712,157	1,617,573	1,572,871	2,231,154	4,403,205	4,561,969	4,604,514	4,444,223	4,470,095	4,583,507	3,693,014	3,712,853
Less Unacceptable Assets:																
Accounts Receivable - Affiliates			376,073	533,263	558,969	590,592	676,661	930,845	1,215,386	1,501,447	1,411,601	1,427,921	1,431,594	1,381,591	1,018,446	1,002,277
Goodwill			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Derivatives and Collateral - Affiliates			-	-	-	-	-	350,549	199,905	252,125	321,562	402,913	526,043	756,026	695,749	686,794
Loans to Officers			42	27	18	-	-	-	-	-	-	-	-	-	-	-
Deferred Charges			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Unacceptable Assets			141,688	142,613	151,972	162,156	163,941	169,581	172,337	174,260	180,241	184,794	186,941	189,849	191,239	195,227
Subtotal - Unacceptable Assets			517,803	675,903	710,959	752,748	840,602	1,450,975	1,587,628	1,927,832	1,913,404	2,015,628	2,144,578	2,327,466	1,905,434	1,884,298
GNMA Adjusted Net Worth Calculation	\$ 885,226	\$ 869,608	\$ 1,166,746	\$ 1,086,653	\$ 1,001,198	\$ 864,825	\$ 732,269	\$ 780,179	\$ 2,815,577	\$ 2,634,137	\$ 2,691,110	\$ 2,428,595	\$ 2,325,517	\$ 2,256,041	\$ 1,787,580	\$ 1,828,555
Excess Net Worth	\$ 716,261	\$ 698,078	\$ 987,126	\$ 901,633	\$ 802,888	\$ 659,475	\$ 488,979	\$ 516,669	\$ 2,557,517	\$ 2,331,817	\$ 2,390,820	\$ 2,107,760	\$ 1,957,702	\$ 1,894,251	\$ 1,410,450	\$ 1,440,425
(GNMA Adj Net Worth- Adj Req Net Worth)																
In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Section 8.01 (i)(j)(i) of the Second Amended and Restated Loan and Security Agreement dated December 29, 2009.

Section 8.01 Events of Default. The following events shall be "Events of Default":

(i) The failure of Borrower to maintain a the Freddie Mac, Fannie Mae, and Ginnie Mae net worth requirements.

Schedule 1 under Second Amended and Restated Loan and Security Agreement dated December 29, 2009.

"GAAP" means generally accepted accounting principles in effect from time to time in the United States of America and applied on a consistent basis.

"Leverage Ratio", with respect to the Borrower, means the ratio of total liabilities to Net Worth.

"Net Worth", with respect to any Person, means an amount equal to, on a consolidated basis, such Person's stockholder equity (determined in accordance with GAAP).

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EXAM10362106

GMAC Mortgage, LLC
T905 - GMEN Indenture and Servicing Agreement
Net Worth Requirement

	12/31/06	12/31/07	12/31/2008	1/31/2009	2/28/2009	3/31/2009	4/30/2009	5/31/2009	6/30/2009	7/31/2009	8/31/2009	9/30/2009	10/31/2009	11/30/2009	12/31/09	1/31/10
Required Net Worth per Agreement	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000	\$ 175,000,000
Equity			1,684,549,049	1,762,555,788	1,712,156,990	1,617,572,669	1,572,871,020	2,231,154,238	4,403,204,682	4,561,969,004	4,604,514,240	4,444,222,303	4,470,084,719	4,583,507,194	3,693,014,241	3,712,853,427
Less Goodwill			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less Intangibles			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less Loans to Officers			41,575	26,540	17,693	-	-	-	-	-	-	-	-	-	-	-
Less Deferred Charges			-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tangible Net Worth	1,284,629,589	1,106,638,000	1,684,507,474	1,762,529,248	1,712,139,297	1,617,572,669	1,572,871,020	2,231,154,238	4,403,204,682	4,561,969,004	4,604,514,240	4,444,222,303	4,470,084,719	4,583,507,194	3,693,014,241	3,712,853,427
Excess Net Worth	\$ 1,109,629,589	\$ 931,638,000	\$ 1,509,507,474	\$ 1,587,529,248	\$ 1,537,139,297	\$ 1,442,572,669	\$ 1,397,871,020	\$ 2,056,154,238	\$ 4,228,204,682	\$ 4,386,969,004	\$ 4,428,514,240	\$ 4,269,222,303	\$ 4,295,084,719	\$ 4,408,507,194	\$ 3,518,014,241	\$ 3,537,853,427
In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

From the GMACM Home Equity Notes 2004 Variable Funding Trust Indenture dated as of February 24, 2004

Rapid Amortization Event Definition:

(i) GMACM fails to maintain a Tangible Net Worth of at least \$175,000,000.

Servicing Default:

(vi) GMACM fails to maintain a Tangible Net Worth of at least \$175,000,000.

Net Worth: As of any date of determination, the net worth of GMACM and its consolidated subsidiaries, as determined in accordance with GAAP.

Tangible Net Worth: Net Worth, less the sum of the following (without duplication): (a) any other assets of GMACM and its consolidated subsidiaries that would be treated as intangibles under GAAP (including, without limitation, any write-up of assets (other than adjustments to market value to the extent required under GAAP) with respect to excess servicing, residual interests in offerings of asset-backed securities and asset-backed securities that are interest-only securities), good-will, research and development costs, trade-marks, trade names, copyrights, patents and unamortized debt discount and expenses; and (b) loans or other extensions of credit to officers of GMACM or its consolidated subsidiaries other than mortgage loans made to such Persons in the ordinary course of business.

GAAP: Generally accepted accounting principles.

and

EXAM10362106

GMAC Mortgage
(Dollars in thousands)

	3/31/2009	4/30/2009	5/31/2009	6/30/2009	7/31/2009	8/31/2009	9/30/2009	10/31/2009	11/30/2009	12/31/09	1/31/10
Consolidated Tangible Net Worth (CTNW) Calculation - CITI											
GAAP Net Worth	\$ 1,617,573	\$ 1,572,871	\$ 2,231,154	\$ 4,403,205	\$ 4,561,969	\$ 4,604,514	\$ 4,444,223	\$ 4,470,095	\$ 4,583,507	\$ 3,693,014	\$ 3,712,853
Less: Intangibles	-	-	-	-	-	-	-	-	-	-	-
Adjusted Tangible Net Worth	<u>\$ 1,617,573</u>	<u>\$ 1,572,871</u>	<u>\$ 2,231,154</u>	<u>\$ 4,403,205</u>	<u>\$ 4,561,969</u>	<u>\$ 4,604,514</u>	<u>\$ 4,444,223</u>	<u>\$ 4,470,095</u>	<u>\$ 4,583,507</u>	<u>\$ 3,693,014</u>	<u>\$ 3,712,853</u>
Required Tangible Net Worth	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000	\$ 250,000
Adjusted Tangible Net Worth	1,617,573	1,572,871	2,231,154	4,403,205	4,561,969	4,604,514	4,444,223	4,470,095	4,583,507	3,693,014	3,712,853
Excess Net Worth	<u>\$ 1,367,573</u>	<u>\$ 1,322,871</u>	<u>\$ 1,981,154</u>	<u>\$ 4,153,205</u>	<u>\$ 4,311,969</u>	<u>\$ 4,354,514</u>	<u>\$ 4,194,223</u>	<u>\$ 4,220,095</u>	<u>\$ 4,333,507</u>	<u>\$ 3,443,014</u>	<u>\$ 3,462,853</u>
In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Attributed Rate Triggers											
Consolidated Tangible Net Worth above \$1.0 billion?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Consolidated Tangible Net Worth above \$0.5 billion?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

T932- Citibank

Section 1(c) of Amendment #11 to the Loan and Security Agreement dated April 6, 2009

SECTION 1. Amendments. Effective as of March 31, 2009 (the "Effective Date") the Agreement is hereby amended as follows:

(c) Section 8.01(i) of the Agreement is hereby amended by deleting such section and replacing it with the following (with the modified text underlined for review purposes):

(i) The Borrower's [GMACM] Consolidated Tangible Net Worth as of the last day of any fiscal month shall be less than \$250,000,000.

"GAAP shall mean United States Generally Accepted Accounting Principles inclusive of, but not limited to, applicable statements of Financial Accounting Standards issued by the Financial Accounting Standards Board, its predecessors and successors and SEC Staff Accounting Guidance as in effect from time to time applied on a consistent basis."

"Consolidated Net Worth" shall mean, at any date, the amount which would appear in accordance with GAAP on a consolidated balance sheet of the Borrower and its Subsidiaries opposite the heading "equity" (or any similar item), but excluding the portion of consolidated equity of GMAC Bank included in the Guarantor's consolidated equity."

..

EXAM10362106

GSAP Funding Facility
(Dollars in Whole Dollars)

12/31/09	1/31/10
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GMAC Mortgage LLC

Required Net Worth	\$	1	\$	1
GAAP Net Worth		3,693,014,000		3,712,853,000
Excess Net Worth	\$	3,693,013,999	\$	3,712,852,999

In Compliance?	Yes	Yes
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GMACR MORTGAGE PRODUCTS LLC

Required Net Worth	\$	1	\$	1
GAAP Net Worth		33,125,877		31,333,668
Excess Net Worth	\$	33,125,876	\$	31,333,667

In Compliance?	Yes	Yes
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GMAC MORTGAGE SERV ADVANCE FUND

Required Net Worth	\$	1	\$	1
GAAP Net Worth		295,372		295,372
Excess Net Worth	\$	295,371	\$	295,371

In Compliance?	Yes	Yes
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Per GSAP agreement,

"During the term of this Indenture, the Issuer is not and will not be "insolvent" and as of each Funding Date, the Issuer, each Transferor and each Originator shall not be insolvent"

Definitions include:

Issuer - GMAC MORTGAGE SERVICER ADVANCE FUNDING COMPANY LTD.
Originator - GMACM and RFC
Transferor - GMAC Mortgage Transferor or the RFC Transferor, meaning:
"GMAC Mortgage Transferor" means GMACR Mortgage Products, LLC, in its capacity as purchaser of the GMAC Mortgage Receivables under the GMAC Mortgage Receivables Sale Agreement and as transferor of the GMAC Mortgage Receivables under the GMAC Mortgage Receivables Pooling Agreement, and any successors and assignees permitted hereunder.
"RFC Transferor" means RFC - GSAP Servicer Advance, LLC, a Delaware limited liability company, in its capacity as purchaser of the RFC Receivables under the RFC Receivables Sale Agreement and as transferor of the RFC Receivables under the RFC Receivables Pooling Agreement, and any successors and assignees permitted hereunder

EXAM10362106

GMAC Mortgage

Licensing Requirements
(Dollars in thousands)

	12/31/2008	1/31/2009	2/28/2009	3/31/2009	4/30/2009	5/31/2009	6/30/2009	7/31/2009	8/31/2009	9/30/2009	10/31/2009	11/30/2009	12/31/09	1/31/10
GMAC MORTGAGE - NEW YORK														
Required Adjusted Net Worth	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250
Stockholders Equity	\$ 1,684,549	\$ 1,762,556	\$ 1,712,157	\$ 1,617,573	\$ 1,572,871	\$ 2,231,154	\$ 4,403,205	\$ 4,561,969	\$ 4,604,514	\$ 4,444,223	\$ 4,470,095	\$ 4,583,507	\$ 3,693,014	\$ 3,712,853
Less Unacceptable Assets:														
Loans to Officers	42	27	18	-	-	-	-	-	-	-	-	-	-	-
Intangibles	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Unacceptable Assets	141,688	142,613	151,972	162,156	163,941	169,581	172,337	174,260	180,241	184,794	186,941	189,849	191,239	195,227
Accounts Receivable - Affiliates	376,073	533,263	558,969	590,592	676,661	930,845	1,215,386	1,501,447	1,411,601	1,427,921	1,431,594	1,381,591	1,018,446	1,002,277
Adjusted Net Worth	\$ 1,166,746	\$ 1,086,653	\$ 1,001,198	\$ 864,825	\$ 732,269	\$ 1,130,728	\$ 3,015,482	\$ 2,886,262	\$ 3,012,672	\$ 2,831,508	\$ 2,851,560	\$ 3,012,067	\$ 2,483,329	\$ 2,515,349
Required Adjusted Net Worth	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250
Adjusted Net Worth	1,166,746	1,086,653	1,001,198	864,825	732,269	1,130,728	3,015,482	2,886,262	3,012,672	2,831,508	2,851,560	3,012,067	2,483,329	2,515,349
Excess Net Worth	\$ 1,166,496	\$ 1,086,403	\$ 1,000,948	\$ 864,575	\$ 732,019	\$ 1,130,478	\$ 3,015,232	\$ 2,886,012	\$ 3,012,422	\$ 2,831,258	\$ 2,851,310	\$ 3,011,817	\$ 2,483,079	\$ 2,515,099
In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
GMAC MORTGAGE - CALIFORNIA														
Required Adjusted Net Worth	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25
Stockholders Equity	\$ 1,684,549	\$ 1,762,556	\$ 1,712,157	\$ 1,617,573	\$ 1,572,871	\$ 2,231,154	\$ 4,403,205	\$ 4,561,969	\$ 4,604,514	\$ 4,444,223	\$ 4,470,095	\$ 4,583,507	\$ 3,693,014	\$ 3,712,853
Less Unacceptable Assets:														
Loans to Officers	42	27	18	-	-	-	-	-	-	-	-	-	-	-
Intangibles	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Unacceptable Assets	141,688	142,613	151,972	162,156	163,941	169,581	172,337	174,260	180,241	184,794	186,941	189,849	191,239	195,227
Accounts Receivable - Affiliates	376,073	533,263	558,969	590,592	676,661	930,845	1,215,386	1,501,447	1,411,601	1,427,921	1,431,594	1,381,591	1,018,446	1,002,277
Adjusted Net Worth	\$ 1,166,746	\$ 1,086,653	\$ 1,001,198	\$ 864,825	\$ 732,269	\$ 1,130,728	\$ 3,015,482	\$ 2,886,262	\$ 3,012,672	\$ 2,831,508	\$ 2,851,560	\$ 3,012,067	\$ 2,483,329	\$ 2,515,349
Required Adjusted Net Worth	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25	\$ 25
Adjusted Net Worth	1,166,746	1,086,653	1,001,198	864,825	732,269	1,130,728	3,015,482	2,886,262	3,012,672	2,831,508	2,851,560	3,012,067	2,483,329	2,515,349
Excess Net Worth	\$ 1,166,721	\$ 1,086,628	\$ 1,001,173	\$ 864,800	\$ 732,244	\$ 1,130,703	\$ 3,015,457	\$ 2,886,237	\$ 3,012,647	\$ 2,831,483	\$ 2,851,535	\$ 3,012,042	\$ 2,483,304	\$ 2,515,324
In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
GMAC MORTGAGE - MICHIGAN														
Amount Determined by Commissioner	?	?	?	?	?	?	?	?	?	?	?	?	?	?
Maximum	100	100	100	100	100	100	100	100	100	100	100	100	100	100
Required Adjusted Net Worth	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100
Member's Equity per Consolidated Balance Sheet	1,684,549	1,762,556	1,712,157	1,617,573	1,572,871	2,231,154	4,403,205	4,561,969	4,604,514	4,444,223	4,470,095	4,583,507	3,693,014	3,712,853
Less Excluded Assets:														
Loans to Officers	42	27	18	0	0	0	0	0	0	0	0	0	0	0
Intangibles	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Adjusted Net Worth	\$ 1,684,507	\$ 1,762,529	\$ 1,712,139	\$ 1,617,573	\$ 1,572,871	\$ 2,231,154	\$ 4,403,205	\$ 4,561,969	\$ 4,604,514	\$ 4,444,223	\$ 4,470,095	\$ 4,583,507	\$ 3,693,014	\$ 3,712,853
Required Adjusted Net Worth	100	100	100	100	100	100	100	100	100	100	100	100	100	100
Adjusted Net Worth	1,684,507	1,762,529	1,712,139	1,617,573	1,572,871	2,231,154	4,403,205	4,561,969	4,604,514	4,444,223	4,470,095	4,583,507	3,693,014	3,712,853
Excess Net Worth	\$ 1,684,407	\$ 1,762,456	\$ 1,712,057	\$ 1,617,473	\$ 1,572,771	\$ 2,231,054	\$ 4,403,105	\$ 4,561,869	\$ 4,604,414	\$ 4,444,123	\$ 4,469,995	\$ 4,583,407	\$ 3,692,914	\$ 3,712,753
In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
GMAC MORTGAGE - KENTUCKY (Highest Requirement)														
Required Net Worth	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Net Worth	1,684,549	1,762,556	1,712,157	1,617,573	1,572,871	2,231,154	4,403,205	4,561,969	4,604,514	4,444,223	4,470,095	4,583,507	3,693,014	3,712,853
Excess Net Worth	\$ 1,683,549	\$ 1,761,556	\$ 1,711,157	\$ 1,616,573	\$ 1,571,871	\$ 2,230,154	\$ 4,402,205	\$ 4,560,969	\$ 4,603,514	\$ 4,443,223	\$ 4,469,095	\$ 4,582,507	\$ 3,692,014	\$ 3,711,853
In Compliance?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Per Compliance, three states require a defined Adjusted Net Worth calculation as shown below. All other states use a GAAP net worth definition with the highest requirement in the state of Kentucky for \$1 million.

EXAM10362106

GMAC Mortgage

Licensing Requirements

(Dollars in thousands)

New York

adjusted net worth of not less than \$250,000;

Adjusted net worth shall consist of stockholders equity per the statement of financial condition at the end of the reporting period less the following non-acceptable assets: any asset or portion thereof pledged to secure obligations of any person or entity other than that of the mortgage banker; any asset (except construction loans receivable, secured by first mortgages, from related companies) due from officers or stockholders of the mortgage banker or related companies; that portion of any marketable security (listed or unlisted) not shown at lower of cost or market, except for any shares of FIMIA stock required to be held under a servicing agreement which should be carried at cost; any amount in excess of the lower of the cost or market value of mortgages in foreclosure, construction loans, or property acquired through foreclosure; any amount shown on the balance sheet in joint ventures, subsidiaries, affiliates, and/or related companies which is greater than the value of said assets at equity; Goodwill or value placed on insurance renewals or property management contract renewals or other similar intangibles; organization costs; the value of any servicing contracts not determined in accordance with FASB 65, Accounting for Certain Mortgage Banking Activities, or subsequent revisions thereto; and "other assets", unless the financial statements are accompanied by a schedule prepared by the independent auditor or a schedule prepared by the mortgage banker and signed by an officer of the mortgage banker.

California

Net worth is \$25,000. California utilizes the HUD financial calculation.

Michigan

A licensee who acts as a mortgage servicer shall maintain a net worth in an amount determined by the commissioner not exceeding \$100,000.00. Net worth shall be determined at the conclusion of the fiscal year of the licensee immediately preceding the date an application for a license, or renewal of a license, is submitted to the commissioner. Net worth shall be disclosed on a form prescribed by the commissioner or on a form prepared or reviewed by a certified public accountant and shall be computed in accordance with generally accepted accounting principles. The following assets shall be excluded in the computation of net worth:

- (a) That portion of an applicant's assets pledged to secure obligations of any person other than that of the applicant.
 - (b) Any asset except construction loans receivable, secured by first mortgages from related companies, due from officers or stockholders of the applicant or persons in which the applicant's officers or stockholders have an interest.
 - (c) An amount in excess of the lower of the cost or market value of mortgage loans in foreclosure, or real property acquired through foreclosure.
 - (d) An investment shown on the balance sheet in joint ventures, subsidiaries, or affiliates, which is greater than the market value of the assets.
 - (e) Good will or value placed on insurance renewals or property management contract renewals or other similar intangible value.
 - (f) Organization costs.
-

EXAM10362106

GMAC Mortgage
Licensing Requirements
(Dollars in thousands)

EXAM10362106

GMAC Mortgage Subsidiaries
(Dollars in Whole Dollars)

	12/31/09	1/31/10
Licensing Requirements		
DITECH		
Required Net Worth	\$ 200,000	\$ 200,000
GAAP Net Worth	3,495,375	3,495,152
Excess Net Worth	<u>\$ 3,295,375</u>	<u>\$ 3,295,152</u>
In Compliance?	Yes	Yes
EXECUTIVE TRUSTEE SERVICES		
Required Net Worth	\$ 7,500	\$ 7,500
GAAP Net Worth	162,025,279	166,113,696
Excess Net Worth	<u>\$ 162,017,779</u>	<u>\$ 166,106,196</u>
In Compliance?	Yes	Yes

Net Worth Licensing Requirements per Compliance/Licensing

EXAM10362106

GMAC Mortgage Entities

		<u>Minimum Required Equity</u>	<u>Actual Equity (Deficit) January 2010</u>	<u>Excess (Deficit) Versus Required</u>	<u>Direct Parent Rcvbl (Debt) Interco Balance January 2010</u>	<u>Direct Parent</u>	<u>Debt Relief Adjustment</u>	<u>Adjusted Equity</u>	<u>Adjusted Excess (Deficit) Versus Required</u>
GMACM Consolidated	various	1,000,000	3,712,853,427	3,711,853,427			0	3,712,853,427	3,711,853,427
GMAC Mortgage LLC	SS001	1,000,000	3,712,998,380	3,711,998,380			0	3,712,998,380	3,711,998,380
Executive Trustee Services LLC *	SS002	7,500	166,113,696	166,106,196			0	166,113,696	166,106,196
Ditech.com LLC	SS026	200,000	3,495,152	3,295,152			0	3,495,152	3,295,152
GMACR Mortgage Products LLC	SS084	1	31,333,668	31,333,667			0	31,333,668	31,333,667
GMAC Mortgage Serv Advanc Fund	SS088	1	295,372	295,371			0	295,372	295,371

* Entity not listed on Revolver but has licensing requirements, include in process

From: Padmanathan, Soumitra
Sent: Monday, February 01, 2010 7:01 PM
To: Westman, Barbara - Hudson
Cc: Jensen, Sharon (Contractor); Fields, Mark; Horner, Jill
Subject: RE: 1/31/10 Solvency Requirements

For UK GAAP purposes, these companies are solvent at 31 January 2010

Mithi Padmanathan

Senior Manager - Financial Reporting (US and UK)
Direct Line: +44 1344 854299
Mobile: +44 7717 475753



Please consider the environment before printing this e-mail

From: Westman, Barbara - Hudson [mailto:Barbara.Westman@gmacrescap.com]
Sent: 01 February 2010 18:55
To: Padmanathan, Soumitra
Cc: Jensen, Sharon (Contractor); Fields, Mark; Horner, Jill
Subject: 1/31/10 Solvency Requirements

Please confirm that under UK GAAP, the following entities are Solvent as of January 31, 2010 :

GMAC - RFC (UK) Limited

Conduit (No. 2) Limited

Silo No 2 Limited

Please provide this information as soon as available, and provide copies of the financial statements.

Thank you.

Barb Westman

GMAC Rescap
Financial Controls
952-857-7789
barbara.westman@gmacrescap.com

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**GMAC Revolver/GMAC LOC
Attachment A**

Events of Default		
Representations, Warranties & Covenants		
GMAC Revolver and GMAC LOC		
T#	T215	T223
Agreement	Loan Agreement	Line of Credit Agreement
Dated as of	December 30, 2009	December 30, 2009
Borrower	Residential Funding Company, LLC	Residential Funding Company, LLC
Borrower	GMAC Mortgage, LLC	GMAC Mortgage, LLC
Guarantors	Residential Capital, LLC Homecomings Financial, LLC GMAC-RFC Holding Company, LLC GMAC Residential Holding Company, LLC	Residential Capital, LLC RFC Asset Holdings II, LLC Passive Asset Transactions, LLC Homecomings Financial, LLC Equity Investment I, LLC GMAC-RFC Holding Company, LLC GMAC Residential Holding Company, LLC
Obligors	Residential Capital, LLC Homecomings Financial, LLC GMAC-RFC Holding Company, LLC GMAC Residential Holding Company, LLC GMAC Mortgage, LLC Residential Funding Company, LLC Residential Mortgage Real Estate Holdings, LLC Residential Funding Real Estate Holdings, LLC Homecomings Financial Real Estate Holdings, LLC Developers of Hidden Springs, LLC DOA Holding Properties, LLC RFC Asset Holdings II, LLC Passive Asset Transactions, LLC GMAC Model Home Finance I, LLC Equity Investment IV, LLC Ameriland, LLC REG-PFH, LLC Home Connects Lending Services, LLC GMACR Mortgage Products, LLC Ditech, LLC Residential Consumer Services, LLC GMAC Mortgage USA Corporation Residential Funding Mortgage Securities I, Inc. RFC Asset Management, LLC	Residential Capital, LLC RFC Asset Holdings II, LLC Passive Asset Transactions, LLC Homecomings Financial, LLC Equity Investment I, LLC GMAC-RFC Holding Company, LLC GMAC Residential Holding Company, LLC Residential Funding Company, LLC GMAC Mortgage, LLC

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GMAC Revolver/GMAC LOC
Attachment A

Initial Lender	GMAC Inc.	GMAC Inc.
Lender Agent	GMAC Inc.	GMAC Inc.
Lenders	Certain Other Financial Institutions and Persons from time to time party hereto as Lenders	Certain Other Financial Institutions and Persons from time to time party hereto
Amendment History	None	None

Note: This is a consolidated checklist consisting of T215 and T223 debt agreements. Since certain sections of agreements are significantly similar, the legal terms inserted in bold are specific to T223.

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GMAC Revolver/GMAC LOC
Attachment A

Section Ref		T223 Section Ref		Section 8.01. Events of Default.	Responsible Party	Comments
8.01		8.01		NOTE: per Section 1.01 "Default" means an Event of Default or an Unmatured Event of Default. When answering questions below consider both and list any unmatured EODs. The following events shall be "Events of Default" At any time when any Loans are outstanding hereunder , The Borrowers shall fail to pay the principal of, or interest on, any Loan when due (whether at stated maturity, in accordance with Section 2.08(b), upon acceleration or otherwise); any Obligor shall fail to make any other payment or deposit to be made by them hereunder or under any Facility Document when due and such failure shall continue for two (2) Business Days; provided that if (i) an Obligor shall fail to deposit a Specified Amount, and (ii) such failure results from good faith administrative error in the ordinary course of business, such failure (and any related failure to apply Collateral Disposition Proceeds to the repayment of Loans by the related Mandatory Repayment Date) will not become an Event of Default if such Net Cash Proceeds/Collections are deposited by the earlier of (x)/(a) the thirteenth Business Day of the calendar month following the month in which such Collateral Disposition/Collections were received or such Collateral Disposition occurred as applicable and (y) two (2) Business Days after actual knowledge of such failure and (with respect to Collateral Disposition Proceeds) are applied to the repayment of Loans on the next Business Day/ and (b) two (2) Business Days after the date on which ResCap Treasury acquires knowledge of such failure;	Treasury - John Malloy Scope includes all scheduled P&I as well as those related to any permanent or temporary pay down. • Were required principal and interest payments made on required dates? • If not, when did we remedy? IBG - Treasury US/UK: S. Lichty CE: J. Anderson LAG: M. Romero Residential Funding Of Canada –P. Leonard BCG-Treasury C. Laube Business Units: Were sales proceeds deposited timely and to the appropriate accounts? Finance-Financial Controls – Revolver Only (Month-End Only)	
8.01(a)		8.01(a)				

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GMAC Revolver/GMAC LOC
Attachment A

T215 Section Ref		T223 Section Ref		Section 8.01. Events of Default.	Responsible Party	Comments
8.01(b)		8.01(b)		Any representation or warranty made or deemed to be made by an Obligor or its Subsidiary (or any of such Person's officers) under or in connection with this Agreement or any other Facility Document, or any written information, certificate, or report delivered pursuant hereto or to any Facility Document shall prove to have been false or misleading in any material respect when made or repeated or deemed to have been made, furnished or repeated after the earlier of (i) such Obligor having actual knowledge thereof and (ii) written notice of such default from any Lender or the Lender Agent;	NA	
8.01(c)		8.01(c)		Any Obligor or its Subsidiary (i) shall fail to comply with the requirements of any of Section 7.01(e), 7.01(k), 7.02(a), 7.02(h) through (l), 7.02(p), 7.03(a), 7.03(c), 7.03(i) or 7.03(j) hereof or (ii) shall fail to perform or observe any term, covenant or agreement contained in this Agreement or any other Facility Document (other than with respect to the making of any payment or other breach under this Article VIII or as set forth in clause (i) of this Section 8.01(c)) on its part to be performed or observed and any such failure shall remain unremedied for ten (10) Business Days after the earlier of (x) any Obligor having actual knowledge thereof and (y) written notice of such default from the Lender Agent or any Lender to the Borrowers;	NA	
8.01(d)		8.01(d)		An Event of Bankruptcy shall have occurred with respect to any Obligor or Restricted Entity;	Legal	
8.01(e)		8.01(e)		With respect to any Indebtedness arising under (i) a Bilateral Facility or any other Indebtedness (excluding Non-Recourse Debt) of ResCap or any of its Subsidiaries in excess of \$25,000,000, individually or in the aggregate, or (ii) a Related Document, such Indebtedness (x) is not paid when due or within any applicable cure period set forth in any agreement or instrument relating to such indebtedness, (y) is declared due and payable before its normal or agreed maturity by reason of default (however described) or (z) is the subject of any other "event of default" or other breach or failure to perform, in either case which remains after the expiration of any applicable grace period under such agreement;	Treasury - John Malloy Terry Farley Mike Scarseth Heather Anderson IBG - Treasury UK: C. Laube CE: J. Anderson LAG: M. Romero BCG-Treasury C. Laube Residential Funding Of Canada -P. Leonard	Have all required payments been made within required timeframes

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G/MAC Revolver/GMAC LOC
Attachment A

T215 Section Ref		T223 Section Ref		Section 8.01. Events of Default.	Responsible Party	Comments
					under a Bilateral Facility or any other Indebtedness? • Any breakage costs? • Any acceleration of principal? (whether or not paid)	
8.01(f)		8.01(f)		The failure by any Obligor to pay one or more final judgments for the payment of money aggregating in excess of \$25,000,000 rendered against such Person which are not, within 30 days after entry thereof, bonded, discharged or stayed pending appeal, or are not discharged within 30 days after the expiration of such stay;	Legal	
8.01(g)		8.01(g)		This Agreement, any Note, any Facility Document or any Security Document (other than the Intercreditor Agreement) shall (except in accordance with its terms), in whole or in part, terminate, cease to be effective or cease to be the legally valid, binding and enforceable obligation of any Obligor or Restricted Entity party thereto, or the Lien granted under the Security Documents ceases to be in full force and effect or, in each case, any Obligor, Restricted Entity or other Person shall contest in any manner such effectiveness, validity, binding nature or enforceability;	Legal	
8.01(h)		8.01(h)		The Collateral Control Agent/ A Collateral Holder or the First Priority Collateral Agent (for the benefit of the Lender Parties) does not, or ceases to, have a perfected first priority security interest in the Collateral or any material part thereof (other than with respect to Permitted Liens) other than as a result of a release of such security interest by the First Priority Collateral Agent/ a Collateral Holder in accordance with the Facility Documents, and such default continues unremedied for a period of one (1) Business Day after the earlier of (i) either Borrower having actual knowledge thereof and (ii) written notice of such default from the Lender Agent, the First Priority Collateral Agent/ a Collateral Holder or any a Lender to the Borrowers;	Legal	
8.01(i)		8.01(i)		A Change of Control shall occur with respect to any Obligor, without the prior written consent of each Lender, which consent shall not be unreasonably withheld;	Legal	
8.01(j)		8.01(j)		An event of default, early amortization event, termination event or other similar event occurs under (i) Security Document, (ii) a Related Document, (iii) Hedge Document, or (iv) Underlying Document (provided that, in the case of an Underlying Document, such event could reasonably be expected to have a Material Adverse Effect), and the Lender Agent specifies such failure as an Event of Default in writing;	Treasury – Terry Farley Mike Scarseth Heather Anderson BCG-Treasury C. Laube Financial Risk Mgmt – Mike Rowan Legal	

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**GMAC Revolver/GMAC LOC
Attachment A**

Section 8.01. Events of Default.		Responsible Party		Comments
T215 Section Ref	T223 Section Ref			
8.01(k)	8.01(k)	HR		(i) Any Person shall engage in any non-exempt "prohibited transaction" (as defined in Section 406 of ERISA or Section 4975 of the Code) involving any Pension Plan; (ii) any failure by any Pension Plan to satisfy the minimum funding standards (within the meaning of Sections 412 or 430 of the Code or Section 302 of ERISA) applicable to such Pension Plan, that has not been waived, shall exist with respect to any Pension Plan; (iii) any Lien in favor of the PBGC or a Pension Plan shall arise on the assets of any Obligor; (iv) a reportable event shall occur with respect to, or proceedings shall commence to have a trustee appointed, or a trustee shall be appointed, to administer or to terminate, any Pension Plan, which reportable event or commencement of proceedings or appointment of a trustee is, in the reasonable opinion of the Lender Agent, likely to result in the termination of such Pension Plan for purposes of Title IV of ERISA; (v) any Pension Plan shall terminate for purposes of Title IV of ERISA in a distress termination as defined in Section 4041 of ERISA; (vi) any Obligor shall, or in the reasonable opinion of the Lender Agent is likely to, incur any liability in connection with a withdrawal from, or the insolvency or reorganization of, a Multiemployer Plan; (vii) if the assets of any Obligor are treated as "plan assets" within the meaning of 29 C.F.R. 2510.3-101 as modified by Section 3(42) of ERISA; (viii) any other event or condition shall occur or exist with respect to a Pension Plan or Multiemployer Plan; and in each case in clauses (i) through (viii) above, such event or condition, together with all other such events or conditions, if any, could reasonably be expected to have a Material Adverse Effect or a material adverse effect on the Collateral, or any of the Lenders' rights therein; or (ix) if the PBGC demands payment from any Obligor or any of its Subsidiaries for payment of unfunded liabilities under any pension or employee benefit plan (whether or not established by ResCap or its Subsidiaries) as to which any Obligor or any of its Subsidiaries has liability or (x) the PBGC gives any Obligor written notice of its intent to impose any Lien in favor of the PBGC on the assets of any Obligor or any of its Subsidiaries.
8.01(l)	N/A			Any of the following shall occur: (i) the Intercreditor Agreement or any provision thereof shall cease to be in full force and effect, or (ii) any Lien securing or purporting to secure Second Priority Claims (as defined in the Intercreditor Agreement) or Third Priority Claims (as defined in the Intercreditor Agreement) or any other obligations of any Obligor to any party (other than a "First Priority Secured Party" as defined in the Intercreditor Agreement) subject to the Intercreditor Agreement shall, for any reason, cease to be subordinated to the Lien securing or purporting to secure the First Priority Claims (as defined in the Intercreditor Agreement) in accordance with the terms of the Intercreditor Agreement; or
		Legal		

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GMAC Revolver/GMAC LOC
Attachment A

T215 Section Ref		T223 Section Ref	Section 8.01. Events of Default.		Responsible Party	Comments
N/A		8.01(f)	[Reserved];			
8.01(m)		8.01(m)	The Lender Agent shall notify the Borrowers that an Event of Default has occurred as a result of failure by the Obligors to satisfy any of the Post-Closing Requirements in all material respects/ and the Lender Agent specifies such failure as an Event of Default in writing, or		Treasury – Terry Farley M. Scarseth BCG-Treasury C. Laube	
N/A		8.01(n)	(i) An “Event of Default” (as defined in a Derivative Agreement) shall have occurred under any Derivative Agreement, (ii) a “Termination Event” (as defined in a Derivative Agreement) shall have occurred under any Derivative Agreement and the Lender Agent shall have notified the Borrowers that such event shall be an Event of Default hereunder, or (iii) a “Default” (as such term is defined in the Master Netting Agreement) shall have occurred under the Master Netting Agreement.		Treasury – Terry Farley M. Scarseth • Facility Document Financial Risk Mgmt – Mike Rowan • Master Netting Agreement • Derivative Agreement	
8.02		8.02	Remedies.		NA	
8.02(a)		8.02(a)	Optional Acceleration. Upon the occurrence of an Event of Default (other than an Event of Default described in Section 8.01(d)), the Lender Agent may (and shall if directed by the Required Lenders) by written notice to the Borrowers, terminate the Facility, terminate the Commitments, and declare all Loans and all other Obligations to be immediately due and payable.		NA - Remedy	
8.02(b)		8.02(b)	Automatic Acceleration. Upon the occurrence of an Event of Default described in Section 8.01(d), the Commitments shall automatically terminate and the Loans and all other Obligations shall be immediately due and payable, without demand or notice of any kind.		NA – Remedy	
8.02(c)		8.02(c)	Remedies. Upon any acceleration of the Loans pursuant to this Section 8.02, the Lender Parties, in addition to all other rights and remedies under this Agreement or otherwise, shall have all other rights and remedies provided under the UCC of each applicable jurisdiction and other applicable laws, which rights shall be cumulative. Each of the Obligors agrees, upon the occurrence of an Event of Default and notice from the Lender Agent, to assemble, at their expense, all of the Collateral that is in their possession (whether by return, repossession, or otherwise) at a place designated by the Lender Agent. All costs incurred by the Lender Parties in the collection of all Obligations, and the enforcement of their rights hereunder, including attorneys’ fees and legal expenses, shall constitute Obligations and be paid out of the Collateral. Without limiting the foregoing, upon the occurrence of an Event of Default and the acceleration of the Loans pursuant to this Section 8.02, the Lender Agent, the Collateral Control Agent, the		NA - Remedy	

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**GMAC Revolver/GMAC LOC
Attachment A**

T215 Section Ref	T223 Section Ref	Section 8.01. Events of Default.	Responsible Party	Comments
		<p>First Priority Collateral Agent and any Lender may, to the fullest extent permitted by applicable law, without notice, advertisement, hearing or process of law of any kind, (i) enter upon any premises where any of the Collateral which is in the possession of any Obligor (whether by return, repossession, or otherwise) may be located and take possession of and remove such Collateral, (ii) sell any or all of such Collateral, free of all rights and claims of the Obligors therein and thereto, at any public or private sale, and (iii) bid for and purchase any or all of such Collateral at any such sale. Any such sale shall be conducted in a commercially reasonable manner and in accordance with applicable law. Each of the Obligors hereby expressly waives, to the fullest extent permitted by applicable law, any and all notices, advertisements, hearings or process of law in connection with the exercise by the Lender Parties of any of their rights and remedies upon the occurrence of an Event of Default. Each of the Lender Parties and the Obligors shall have the right (but not the obligation) to bid for and purchase any or all Collateral at any public or private sale. Each of the Obligors hereby agrees that in any sale of any of the Collateral, the Lender Parties are hereby authorized to comply with any limitation or restriction in connection with such sale as they may be advised by counsel is necessary in order to avoid any violation of applicable law (including, without limitation, compliance with such procedures as may restrict the number of prospective bidders and purchasers, require that such prospective bidders and purchasers have certain qualifications, and restrict such prospective bidders and purchasers to Persons who will represent and agree that they are purchasing for their own account for investment and not with a view to the distribution or resale of such Collateral), or in order to obtain any required approval of the sale or of the purchaser by any Governmental Authority, and each of the Obligors further agrees that such compliance shall not result in such sale being considered or deemed not to have been made in a commercially reasonable manner. The Lender Parties shall not be liable for any sale, private or public, conducted in accordance with this Section 8.02(c). If an Event of Default occurs, and upon acceleration of the Loans hereunder, the Loans and all other Obligations shall be immediately due and payable, and collections on the Collateral and proceeds of sales and securitizations of Collateral will be used to pay the Obligations. At any time after an Event of Default has occurred and is continuing, the Lender Agent may (and shall at the direction of any Lender) appoint, at its own expense, one or more third parties to service all or a portion of the Collateral by giving written notice thereof to the Obligors; provided that any such appointment shall not conflict with any existing contractual servicing arrangements with respect to the Collateral. Each Obligor agrees that it will cooperate with and assist any such third-party servicer (including providing access to, and transferring, all records and allowing the new servicer to use (to the extent legally permissible) all licenses, hardware or software necessary or desirable to service the Collateral).</p>		

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GMAC Revolver/GMAC LOC
Attachment A

T215 Section Ref		T223 Section Ref		Section 6.01. Representations and Warranties of the Borrowers.		Responsible Party	Comments
6.01		6.01		Each Obligor represents and warrants to each Lender Party that throughout the term of this Agreement (including but not limited to as of the date of each Collateral Disposition):		NA	
6.01(a)		6.01(a)		<u>Organization and Good Standing.</u> Each of such Obligor and each of its Subsidiaries has been duly organized and is validly existing and in good standing under the laws of its jurisdiction of organization, and has all requisite corporate or limited liability company power and authority to own its properties and to conduct its business as such properties are presently owned and such business is presently conducted, and had at all relevant times, and now has, all necessary power, authority and legal right to own the portion of the Collateral that it owns.		Ops/Risk Compliance	
						IBG- Capital Markets	
						BCG-Treasury C. Laube	
6.01(b)		6.01(b)		<u>Due Qualification.</u> Each of such Obligor and each of its Subsidiaries is duly qualified to do business, and has obtained all necessary licenses and approvals, in all jurisdictions in which its ownership or lease of property or the conduct of its business requires such qualification, licenses or approvals, except to the extent failure to so qualify or to obtain licenses and approvals could not reasonably be expected to have a Material Adverse Effect.		Ops/Risk Compliance	
						IBG – Capital Markets	
						BCG-Treasury C. Laube	
6.01(c)		6.01(c)		<u>Power and Authority; Due Authorization.</u> Each of such Obligor and each of its Subsidiaries (i) has all necessary power and authority and legal right to (A) execute and deliver each of the Facility Documents to be executed and delivered by it in connection herewith, (B) carry out the terms of the Facility Documents to which it is a party and (C) borrow the Loans or provide the Guarantee hereunder (as applicable) and grant a security interest or lien in the portion of the Collateral that it owns on the terms and conditions herein provided or as otherwise required by the Facility Documents and (ii) has taken all necessary corporate, partnership or limited liability company action to duly authorize (A) such borrowing, guarantee and/or grant, as appropriate and (B) the execution, delivery, and performance of this Agreement and all of the Facility Documents to which it is a party.		Legal	
6.01(d)		6.01(d)		<u>Binding Obligations.</u> Each Facility Document to which such Obligor and any of its Subsidiaries is a party constitutes, or when duly executed and delivered by such Obligor or Subsidiary will constitute, the legal, valid and binding obligations of such Obligor or such Subsidiary enforceable against it in accordance with its respective terms, except as enforceability may be limited by bankruptcy, insolvency, reorganization, or other similar laws affecting the enforcement of creditors' rights generally and by general principles of equity, regardless of whether such enforceability is considered in a proceeding in equity or at law.		Legal	
6.01(e)		6.01(e)		<u>No Violation.</u> Except for those consents required in connection with the Lenders exercising their rights under Section 8.02 hereof, neither the execution and delivery of the Facility Documents, nor the consummation of the transactions contemplated hereby and thereby, will conflict with,		Legal	

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GMAC Revolver/GMAC LOC
Attachment A

Section 6.01. Representations and Warranties of the Borrowers.			
T215 Section Ref	T223 Section Ref	Responsible Party	Comments
			result in any breach of any of the terms and provisions of, or constitute (with or without notice, lapse of time or both) a default under, its organizational documents or any indenture, loan agreement, mortgage, deed of trust, or other material agreement or instrument to which such Obligor or any of its Subsidiaries is a party or by which any of them or their property is otherwise bound, or result in the creation or imposition of any Lien upon any of its properties pursuant to the terms of any such indenture, loan agreement, mortgage, deed of trust, or other agreement or instrument, other than this Agreement and the Security Documents, or violate any Requirements of Law applicable to it of any Governmental Authority having jurisdiction over it or any of its properties if such violation, individually or in the aggregate, is reasonably likely to result in a Material Adverse Effect.
6.01(f)	6.01(f)	Legal	<u>No Proceedings</u> . There are no proceedings or investigations pending, or to the best of such Obligor's knowledge threatened in writing, against it before any court, regulatory body, administrative agency, or other tribunal or governmental instrumentality (i) asserting the invalidity of any Facility Document, (ii) seeking to prevent the consummation of any of the transactions contemplated by any Facility Document, or (iii) seeking any determination or ruling that could reasonably be expected to have a Material Adverse Effect; provided, however, that this representation shall not apply to (x) matters that have been disclosed to the Lender Agent in writing prior to closing, or (y) matters arising from the attempts of the Obligors to enforce their rights with respect to the Collateral other than purported or certified class action law suits involving any portion of the Collateral or Supporting Assets consisting of mortgage loans which have a material impact on the enforceability or value of such mortgage loans or the Lender's security therein.
6.01(g)	6.01(g)	NA	<u>Government Approvals</u> . No authorization, consent, approval, or other action by, and no notice to or filing with, any court, governmental authority or regulatory body or other Person, domestic or foreign, is required for the due execution, delivery or performance of any Facility Document to which such Obligor is a party except for (i) consents that have been obtained in connection with transactions contemplated by the Facility Documents, it being understood that consents to the pledge of interests in BCG Joint Ventures were initially verbal consents, to be followed by written consents in accordance with the Post-Closing Requirements, (ii) filings to perfect the security interest created by the Security Documents and (iii) consents required in connection with the First Priority Collateral Agent/ Lender Agent exercising its rights under Section 8.02 hereof.

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T215 Section Ref		T223 Section Ref		Section 6.01. Representations and Warranties of the Borrowers.		Responsible Party	Comments
6.01(h)		6.01(h)		Solvent: Fraudulent Conveyance. ResCap and its Subsidiaries, on a consolidated basis, are Solvent and will not cease to be Solvent due to any Loan or any guaranty hereunder (both immediately before and after giving effect to such Loan or guaranty). The amount of consideration being received by an Obligor upon its pledge or provision of any Collateral to the First Priority Collateral Agent/ Lender Agent for the benefit of the Lender Parties constitutes reasonably equivalent value and fair consideration for such Collateral. No Obligor is pledging or providing any Collateral with any intent to hinder, delay, or defraud any of its creditors.	CAO-Financial Reporting - Solvency Capital Markets- No Fraud and conveyance of Solvency		
6.01(i)		6.01(i)		<u>Margin Regulations.</u> Margin Stock (as defined in the regulations of the Board) constitutes less than 25% of the value of those assets of it that are subject to any limitation on sale, pledge, or other restriction hereunder. No Obligor is engaged in the business of extending credit for the purpose of buying or carrying Margin Stock, and no proceeds of Loans will be used to purchase or carry Margin Stock or otherwise for a purpose that violates, or would be inconsistent with, F.R.S. Board Regulations T, U or X.	Legal		
6.01(j)		6.01(j)		Accurate Reports. No written information, exhibit, financial statement, document, book, record, or report furnished or to be furnished or caused to be furnished by such Obligor to the Lender Agent or any Lender in connection with the Facility Documents was inaccurate in any material respect as of the date it was dated or (except as otherwise disclosed in writing to the Lenders or the Lender Agent at such time) as of the date so furnished, or contained any material misstatement of fact or omitted to state a material fact or any fact necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading; provided that any such inaccuracy, misstatement or omission in any Permanent Paydown Report/ Borrowing Base calculation not included in (including any calculations as included in any Borrowing Base Report) that is not part of the Monthly Collateral Report, or any calculation of the Unrestricted ResCap Liquidity derived from the ResCap Liquidity Balance Rollforward or any daily report regularly provided to the Lender Agent in connection with this Loan Agreement shall not constitute a breach of this <u>Section 6.01(j)/paragraph</u> , if (i) such calculation was prepared in good faith, based on the actual knowledge of ResCap Treasury Group available at the time and in accordance with ResCap's general accounting and business policies as in effect as of the date such information was furnished or (ii) the Borrowing Base is reported to be lower than the actual Borrowing Base due to the use of a lower Specified Percentage than the applicable Specified Percentage with respect to an Eligible Asset included in such Borrowing Base report.	<p>Treasury:</p> <ul style="list-style-type: none"> Funding request (Terry Farley) Lien releases (Terry Farley) Affiliate sales approvals (Terry Farley) Cash & Cash Equivalents (K Gyasi-Twum) Repayment notices (Terry Farley) Permanent Pay-down Report (Terry Farley) – updated for Amendment #4 <p>Treasury Forecasting (Larry LaCombe)</p> <ul style="list-style-type: none"> ResCap Liquidity Balance Rollforward <p>Treasury Operations</p> <ul style="list-style-type: none"> Sheila Lichty <p>IBG-Treasury UK (S Lichty) & CE</p>		Pg 116 of 154

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T215 Section Ref		T223 Section Ref		Section 6.01. Representations and Warranties of the Borrowers.		Responsible Party	Comments
						(Willem's) CE: J. Anderson LAG: M. Romero Residential Funding Of Canada – P. Leonard BCG-Treasury C. Laube CAO – Financial Reporting • Financial Statements Finance-Financial Controls (Revolver Only) • Borrowing base reports • Collateral value report • Collateral value certificate • Electronic file • Permanent Paydown Report	
6.01(k)		6.01(k)		No Default. No Default has occurred and is continuing.		NA	
6.01(l)		6.01(l)		Investment Company Act. Neither such Obligor nor any of its Subsidiaries is required to register as an “investment company” under the Investment Company Act.		Legal	
6.01(m)		6.01(m)		Taxes. Each of such Obligor and each of its Subsidiaries has filed all material United States federal tax returns and all other material returns that are required to be filed, and has paid all material taxes due pursuant to said returns or pursuant to any assessment received by it, except such taxes, if any, as are being contested in good faith by appropriate proceedings diligently conducted and as to which adequate reserves have been provided in accordance with G/AAP. The charges, accruals and reserves on the books of such Obligor in respect of taxes and other governmental charges are, in the opinion of such Obligor, adequate.		Tax	
6.01(n)		6.01(n)		Approved Servicer. Except as disclosed to the Lender Agent prior to the Amendment Closing Date, (i) with respect to the Borrowers only, each/ such Borrower is approved by Fannie Mae as an approved lender, (ii) GMAC Mortgage is approved by each of Freddie Mac and Ginnie Mae as an approved seller, HUD pursuant to Sections 203 and 211 of the National Housing Act, the FHA as an FHA Approved Mortgagee and Servicer, and the VA as a VA Approved Lender, (iii) GMAC Mortgage is approved by Freddie Mac, Fannie Mae and Ginnie Mae as an approved servicer, (iv) each Borrower is in good standing with Freddie Mac, Ginnie Mae, HUD, the FHA, and/or the VA, as applicable, (v) no circumstances exist that would either entitle Freddie Mac,		Servicing	

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Section 6.01. Representations and Warranties of the Borrowers.			
T215 Section Ref	T223 Section Ref	Responsible Party	Comments
			Ginnie Mae, HUD, the FHA or the VA to revoke or suspend any such approvals or entitle Freddie Mac or Ginnie Mae to terminate any Borrower as servicer for cause under any servicing arrangement, (vi) no Borrower has received from Freddie Mac, Ginnie Mae, HUD, the FHA or the VA any notice revoking or suspending, or indicating any intent to revoke or suspend or indicating any adverse fact or circumstance which could reasonably be expected to entitle Freddie Mac, Ginnie Mae, HUD, the FHA or the VA, as the case may be, to revoke or suspend any of the aforementioned approvals, and (vii) each FHA Insurance Contract and VA Guaranty Agreement applicable to the Borrowers or any other Obligor or their Subsidiaries is in full force and effect.
6.01(o)	6.01(o)	NA	<u>Financial Statements.</u> (i) ResCap has delivered to the Lender Agent a copy of (1) ResCap's audited, consolidated financial statements dated as of December 31, 2008, comprised of the consolidated statements of income or operations and cash flows for the preceding twelve (12) month period and the consolidated balance sheet as at December 31, 2008, and (2) ResCap's quarterly consolidated financial report for the period ended September 30, 2009; each was prepared in accordance with GAAP consistently applied throughout the period covered thereby, except as otherwise expressly noted therein, subject to ordinary, good faith year-end audit adjustments; and each of (1) and (2) are correct in all material respects and fairly present the consolidated financial condition of ResCap and its consolidated Subsidiaries, as of the dates thereof and consolidated results of operations for the periods covered thereby and (ii) As of the date of this Agreement, since September 30, 2009, other than as has been previously disclosed by the Borrowers or ResCap to the Lenders or the Lender Agent prior to the date hereof, there has been no change in such financial condition or results of operation that is reasonably likely to have a Material Adverse Effect. Except as discussed in the financial statements, it is not subject to any contingent liabilities or commitments that, individually, or in the aggregate, has/have or could reasonably be expected to have a Material Adverse Effect.
6.01(p)	6.01(p)	Legal	<u>Chief Executive Office.</u> PATT's chief executive office is located at 1100 Virginia Drive, Fort Washington, PA 19034 or at such other location as hereafter disclosed to the Lender Agent in writing. RAHI's chief executive office is located at 3993 Howard Hughes Parkway, Suite 250, Las Vegas, NV 89169 or at such other location as hereafter disclosed to the Lender Agent in writing. The chief executive office of the Borrowers are as set forth in Schedule II to the Security Agreement or at such other locations as hereafter disclosed to the Lender Agent in writing. RFC's chief executive office is located at One Meridian Crossings, Suite 100, Minneapolis, MN 55423 or at such other location as hereafter disclosed to the Lender Agent in writing. GMAC Mortgage's chief executive office is located at 1100 Virginia Drive, Fort Washington, PA 19034 or at such other location as hereafter disclosed to the Lender Agent in writing. The/ResCap's chief executive office of the Guarantors are as set forth in Schedule II to the Security Agreement or at such other locations/is located at One Meridian Crossings, Suite 100, Minneapolis, MN 55423 or such other location as hereafter disclosed to the Lender Agent in writing.
6.01(q)	6.01(q)	CAO-Financial Reporting	<u>Location of Books and Records.</u> The location where such Obligor keeps its books and records, Agent in writing.

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T215 Section Ref		T223 Section Ref		Section 6.01. Representations and Warranties of the Borrowers.		Responsible Party	Comments
6.01(r)		6.01(r)		including all electronic files and records relating to the Collateral that it owns, is its chief executive office or such other location as disclosed to the Lender Agent in writing. <u>Compliance with Laws.</u> It is in compliance in all material respects with all applicable Requirements of Law; provided that any such failure to comply with applicable Requirements of Law with respect to MHF Assets resulting solely from a default by a third-party customer of MHF in the performance of its obligations (including any obligation to comply with law) to MHF shall not constitute an Event of Default unless such failure to comply could reasonably be expected to give rise to liabilities payable out of Collateral other than MHF Assets.		BCG-Treasury C. Laube	
6.01(s)		6.01(s)		<u>Representations and Warranties under the Security Documents.</u> Each of the representations and warranties it has made or any of its Subsidiaries of ResCap has made under the Security Documents are true and correct in all material respects, and to the best of its knowledge all of the representations and warranties of all other parties to such agreements are true and correct in all material respects.		Legal Ops/Risk Compliance- licensing Treasury –Terry Farley Treasury Structuring • Heather Anderson • Mike Scarseth BCG-Treasury C. Laube Treasury Operations • Sheila Lichty Warehouse Lending – Treasury (Carol MacElree) IBG-Treasury UK (S Lichty) & CE (Ramon Willems)	
6.01(t)		6.01(u)		<u>ERISA.</u> Each Pension Plan is in compliance in all material respects with, and has been administered in all material respects in compliance with, the applicable provisions of ERISA, the Internal Revenue Code and all other applicable Federal and State laws, and no event has occurred or is reasonably expected to occur with respect to any such Pension Plan or any Multiemployer Plan that has resulted in or is reasonably expected to result in a Material Adverse Effect.		HR	
6.01(u)		6.01(v)		<u>Servicing Advances.</u> Each Borrower has provided to GMAC (whether pursuant to this Agreement or another Related Document), as of the date hereof, all relevant information about any circumstance, including but not limited to the servicer status under each of the Borrowers' mortgage loan servicing contracts, that may affect the timely payment of all amounts owed with respect to the Advances included in the Primary Collateral/ Collateral , Supporting Assets or RE Assets, provided such circumstances involve an Agency, a securitization trustee or (to the extent		Treasury – Heather Anderson	

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T215 Section Ref		T223 Section Ref	Section 6.01. Representations and Warranties of the Borrowers.		Responsible Party	Comments
6.01(v)		6.01(t)	such circumstance could reasonably be expected to give rise to a Material Adverse Effect) any other Person.			
			<p><u>Underlying Documents</u>; <u>Restricted Entities</u>. The Obligors have provided to the Lender Agent, or made available to the Lender Agent on a website to which the Lender Agent will have access while the related Collateral is held by the Obligors, true, accurate, and complete copies of each Underlying Document, each as amended, restated, supplemented or otherwise modified as of the Amendment Closing Date, and will promptly provide the Lender Agent with written notice of modifications or terminations thereof (other than Permitted Actions); and all Indebtedness (other than Excluded Debt and Permitted Indebtedness described in clause (c) or (h) of the definition of Permitted Indebtedness) owed by Restricted Entities is reflected in the Carrying Value of Primary Collateral/Collateral related to such entities.</p> <p>Note: There is conflicting language surrounding the provision above regarding "Permitted Indebtedness". Permitted Indebtedness should not be excluded from carry value. ResCap will work with GMAC to clarify and revise this language in a future agreement between the parties.</p>		<p>Treasury – Terry Farley Mike Scarseth Heather Anderson</p> <p>BCG-Treasury C. Laube</p> <p>Finance - Financial Controls (Indebtedness)</p>	

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T215 Section Ref		T223 Section Ref	Section 7.01. Affirmative Covenants of the Obligors		Responsible Party	Comments
7.01		7.01	Affirmative Covenants of the Obligors. Each Obligor covenants and agrees with the Lender Parties that, until all Loans and other Obligations have been paid in full in cash and the Commitments have terminated or expired, such Obligor will perform or cause to be performed the obligations set forth below in this <u>Article VII</u> :		NA	
7.01(a)		7.01(a)	<u>Compliance with Laws, Etc.</u> Each of such Obligor and each of its Subsidiaries shall comply in all material respects with all applicable Requirements of Law, provided that any such failure to comply with applicable Requirements of Law with respect to MHF Assets resulting solely from default by a third-party customer of MHF in the performance of its obligations (including any obligation to comply with law) to MHF shall not constitute an Event of Default unless such failure to comply could reasonably be expected to give rise to liabilities payable out of Collateral other than MHF Assets.		Ops/Risk Compliance	
					BCG-Treasury C. Laube	
					Legal	
7.01(b)		7.01(b)	Performance and Compliance with Agreements. Each Obligor and each Subsidiary thereof shall comply with all provisions, covenants and other promises required to be observed by it under each of the Facility Documents to which it is a party (subject to all applicable grace periods as provided therein).		<p>Treasury - Terry Farley Mike Scarseth Heather Anderson</p> <p>IBG - Treasury</p>	

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Section Ref		Section Ref		Section 7.01. Affirmative Covenants of the Obligors		Responsible Party	Comments
T215		T223				UK: C. Laube CE: J. Anderson LAG: M. Romero	
						Residential Funding Of Canada – P. Leonard	
						BCG-Treasury C Laube	
						Can you identify collateral pledged to revolver separately from other assets?	
						Any transactions with affiliates?	
						Was fair value of Assets received?	
						Has any collateral subject to the Revolver been sold?	
						Has cash been appropriately deposited and utilized?	
						Have you entered into any new obligations requiring the pledging of cash or other collateral that are subject to permission under the Revolver?	
						Have you entered into any new indebtedness (not including permitted indebtedness under existing bilats)?	
						CAO –Financial Reporting HR	
						Legal- in relation to areas where Legal is the certifying party	
7.01(c)		7.01(c)		Taxes. Each of such Obligor and each of its Subsidiaries shall pay and discharge promptly		Tax	

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Section Ref		T223 Section Ref		Section 7.01. Affirmative Covenants of the Obligors		Responsible Party	Comments
				when due all material taxes and governmental charges imposed upon it or upon its income or profits or in respect of its property, in each case before the same shall become delinquent or in default and before penalties accrue thereon, unless and to the extent such taxes are being contested in good faith by appropriate proceedings diligently conducted and with respect to which adequate reserves shall, to the extent required by GAAP, have been set aside.			
7.01(d)		7.01(d)		Due Diligence. Such Obligor agrees and acknowledges that (i) the Lender Agent, at the Lender Agent's own expense except as set forth as provided herein, has the right to perform continuing due diligence reviews with respect to the Collateral, for purposes of verifying compliance with the representations, warranties, and specifications made hereunder and under the other Facility Documents, or otherwise, and (ii) the Lender Agent and its Responsible Officers will be permitted during normal business hours to examine, inspect, make copies of, and make extracts of, any and all documents, records, agreements, instruments or information relating to the Collateral in its possession. Notwithstanding anything to the contrary herein, the Borrowers shall jointly and severally reimburse the Lender Agent for any and all out-of-pocket costs and expenses reasonably incurred by such party and its respective designees and agents in connection with the ongoing due diligence and auditing activities (A) not more than once a year, if no Event of Default has occurred and is continuing and (B) at all times during any period in which an Event of Default has occurred and is continuing.		N/A – general statement	
7.01(e)		7.01(e)		Legal Existence, etc. Such Obligor shall (i) preserve and maintain its legal existence and good standing and the legal existence and good standing of its Subsidiaries, except to the extent such failure to so preserve and maintain is in connection with a Permitted Dissolution, (ii) preserve and maintain all of its rights, privileges, authorizations, approvals, licenses and franchises, except to the extent such failure to so preserve and maintain relates to a Permitted Dissolution or is not reasonably expected to have a Material Adverse Effect; and (iii) keep adequate records and books of account, in which complete entries will be made in accordance with GAAP consistently applied (or, in the case of Obligor or Subsidiaries organized outside of the United States, in accordance with GAAP and/or applicable local accounting standards, consistently applied) and local law.		IBG- Capital Markets	
						BCG-Treasury C. Laube	
						(i) (ii) Legal	
						(i)(ii) Ops/Risk Compliance	
						(iii) CAO – Financial Reporting – On behalf of US GAAP only	
7.01(f)		7.01(f)		Financial Statements. ResCap shall deliver each of the following to the Lender Agent: as soon as available, but not later than forty-five (45) calendar days after the end of each fiscal quarter ending on March 31, June 30 and September 30, ResCap's unaudited consolidated balance sheet as at the end of such fiscal quarter, the related unaudited, consolidated statement of income for such quarter and the portion of the fiscal year through the end of such quarter and the related unaudited consolidated statements of retained earnings and cash flows for the portion of the fiscal year through the end of such quarter, setting forth in each case in comparative form the figures for the previous year.		ResCap Compliance	
7.01(f)(i)		7.01(f)(i)				CAO – Financial Reporting	

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Section Ref		Section Ref		Section 7.01. Affirmative Covenants of the Obligors		Responsible Party	Comments
T215	7.01(f)(ii)	T223	7.01(f)(ii)	as soon as available, but not later than ninety (90) days after the end of each fiscal year ResCap's audited consolidated balance sheet as at the end of such fiscal year and the related consolidated statements of income and retained earnings and cash flows for such fiscal year, setting forth in each case in comparative form the figures for the previous year, and accompanied by the opinion of an independent certified public accountant of recognized national standing, which report shall state that such consolidated financial statements present fairly ResCap's consolidated financial position and the results of its operations for the periods indicated in conformity with GAAP. Such opinion shall not be qualified or limited because of a restricted or limited examination by the independent auditor of any material portion of its books and records and shall have no "going concern" qualification;		CAO – Financial Reporting	
	7.01(f)(iii)		7.01(f)(iii)	as soon as available, but not later than thirty (30) days after the end of each calendar month ResCap's consolidated balance sheet as of the end of such calendar month and the related consolidated statements of income for such calendar month, setting forth in each case in comparative form the figures for the previous calendar month, fairly presenting in all material respects, in accordance with GAAP, as at the end of, and for such period, ResCap's consolidated financial position and the results of ResCap's consolidated operations; and concurrently with the delivery of the financial statements referred to in subsections 7.01(f)(i), (ii), and (iii), a duly completed Compliance Certificate executed by a Responsible Officer of ResCap.		CAO – Financial Reporting	
	7.01(f)(iv)		7.01(f)(iv)			ResCap Compliance	
	7.01(g)		7.01(g)	<u>Required Reports: Additional Information.</u> The Borrowers will at the times specified in Schedule 7.01(g) attached hereto deliver to the Lender Agent the reports identified in such schedule, and promptly furnish to the Lender Agent all notices of all final written audits, examinations, evaluations, reviews and reports of the Obligors' origination and servicing operations by any state mortgage banking licensing agency or instrumentality (including those prepared on a contract basis for any such agency) in which there are material adverse findings, including without limitation notices of termination or impairment of approved status, and notices of probation, suspension or non-renewals, and such other information, documents, records or reports with respect to the Collateral or the conditions or the Obligors' operations, financial or otherwise, as the Lender Agent may from time to time reasonably request.		Treasury - Lender requests Terry Farley Treasury Ops – Sheila Lichty Schedule 7.01(g) GMAC Required Reports Monthly Collateral Report, to be delivered by the eleventh Business Day of each month. Comprising: 1. Collateral Value Report 2. Collateral Value Certificate 3. Electronic File 4. Permanent Paydown Report IBG - Treasury - Has required and additional information been provided? Are you comfortable that it is accurate? UK: S. Lichty CE: J. Anderson	

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Section 7.01. Affirmative Covenants of the Obligors				Responsible Party	Comments
T215 Section Ref	T223 Section Ref				
				LAG: M. Romero Residential Funding Of Canada – P. Leonard BCG-Treasury C. Laube	
				Finance - Financial Controls 1. Collateral Value Report 2. Collateral Value Certificate/Schedule 3. Electronic File 4. Permanent Paydown Report (Revolver only) Ops/Risk Compliance-licensing Servicing	
7.01(h)	7.01(h)		Peak Score. GMAC Mortgage shall maintain either (i)(1) at all times while Fannie Mae is utilizing the monthly Peak Score rating system, a monthly Peak Score which equates to “Excellent” or better or (2) at all times after Fannie Mae has developed and implemented a replacement rating system for the monthly Peak Score rating system, a score or rating in respect of such replacement rating system that is reasonably equivalent to a monthly Peak Score of “Excellent” or better, as agreed upon by the Lender Agent and GMAC Mortgage, or (ii) an Investor Reporting and Remitting rating from Freddie Mac which equates to “Tier 2” or better.	Servicing	
7.01(i)	7.01(i)		Quality Control. Such Obligor and each of its Subsidiaries shall conduct quality control reviews of its servicing operations in accordance with industry standards and past practice. Each Obligor shall report to the Lender Agent quality control findings that could reasonably be expected to give rise to a Material Adverse Effect as such reports are produced and upon reasonable request by the Lender Agent.	IBG- Treasury UK: S. Lichty CE: J. Anderson LAG: M. Romero Residential Funding Of Canada – P. Leonard BCG - Treasury C Laube Servicing	
7.01(j)	7.01(j)		Insurance. Such Obligor shall maintain such insurance with financially sound and reputable	Corporate Insurance	

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Section Ref		T223 Section Ref		Section 7.01. Affirmative Covenants of the Obligors		Responsible Party	Comments
7.01(k)		7.01(k)		insurance companies, and with respect to property and risks of a character usually maintained by entities engaged in the same or similar business similarly situated, against loss, damage and liability of the kinds and in the amounts customarily maintained by such entities. <u>Use of Proceeds and Withdrawals Collections</u> . The Borrowers/Obligors shall use the proceeds of the Loans and any funds/Collections withdrawn from the Concentration Accounts, the Collection Accounts and (to the extent permitted under Section 4.02) Sales Proceeds Account in accordance with Section 4.04/4.03 for budgeted working capital and general corporate expenses in the ordinary course of business.		(i) (iii) Treasury - Kwab Gyasi-Twum IBG-Treasury UK (S Lichty) & CE (Ramon Willems) BCG-Treasury C. Laube	
7.01(l)		7.01(l)		<u>Accounts</u> . (i) ResCap shall not hold in the Exempt Cash Reserve Account any amount in excess of the sum of \$250,000,000 and any investment earnings on such amount accrued and retained therein, and (ii) the Obligors will (subject to the provisions of Sections 4.02/4.01 and 4.03/4.02 and the Account Exceptions) insure that all Collections with respect to Collateral (other than funds deposited in the Exempt Cash Reserve Account as described above) are deposited directly into the Collection Accounts.		(ii) Treasury Terry Farley Sheila Lichty	Pg 125 of 154
7.01(m)		7.01(m)		<u>Custodial Procedures</u> . The Borrowers and Obligors have entered into and will maintain one or more custody agreements (as the same may be amended, supplemented, modified or restated from time to time, the " <u>Custody Agreement</u> ") governing the custody of certain documentation for Collateral consisting of US Mortgage Loans, which Custody Agreement appoints Wells Fargo Bank National Association and Ally Bank as custodian. At the Lender Agent's request, the Borrowers hereby agree to update the Lender Agent on the applicable custodian's exception report. The Lender Agent may at any time specify that any US Mortgage Loans included in the applicable custodian's exception report shall no longer constitute Eligible Assets. It is understood and agreed that the Lender Agent may adjust the Specified Percentage of all or a portion of the US Mortgage Loans in response to the exceptions described therein.		Treasury Structuring M. Scarseth Treasury Ops • Sheila Lichty	

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Section 7.01. Affirmative Covenants of the Obligors			Responsible Party	Comments
T215 Section Ref	T223 Section Ref			
7.01(n)	N/A	<p>Collections and Net Cash Proceeds Reporting. The Borrowers will, within eleven Business Days of the end of each calendar month, provide a written statement to the Lender Agent and each Lender of (i) the aggregate Net Cash Proceeds of all Collateral Dispositions of the Obligors and their Subsidiaries, (ii) the aggregate Collections received relating to Primary Collateral, in each case during the immediately preceding calendar month, and (iii) the Carrying Value of the Primary Collateral of each Obligor at the beginning of such calendar month and at the end of such calendar month.</p>	Finance –Financial Controls	
7.01(o)	7.01(w)	<p>REO Property. With respect to any Primary Collateral/Collateral consisting of REO Property (other than REO Property held by BCG), the Obligors will obtain a broker price opinion every ninety (90) days to the extent required under the Servicing Guidelines for so long as such Primary Collateral/Collateral is retained.</p>	Treasury Ops Sheila Lichty	
7.01(p)	7.01(o)	<p>Servicing of Collateral. RE Assets, Supporting Assets. Such Obligor will ensure, and will direct its Subsidiaries to ensure, that the Collateral, Supporting Assets and RE Assets owned or serviced by it or its Subsidiaries (as applicable) is/are serviced and administered by it or its Subsidiaries as servicer or administered at all times in accordance with the procedures (including but not limited to collection and enforcement procedures, the maintenance of insurance, custodial arrangements, documentation retention, and the making of servicer advances, including servicer advances with respect to residential mortgage assets) that each Borrower or other Obligor (as the case may be) customarily employs and exercises (or requires to be employed or exercised by those servicing its other assets) in its good faith business judgment and which are normal and usual in the servicing of its other assets, and that such servicing and administration is conducted in the best interest of and for the benefit of the Lender Parties.</p>	<p>IBG – Treasury UK: S. Lichty CE: J. Anderson LAG: M. Romero</p> <p>Residential Funding Of Canada – P. Leonard</p> <p>BCG-Treasury C. Laube</p> <p>Is your servicing done in accordance with standard industry practices for due care and do you do any QC work to validate that?</p> <p>Servicing</p>	
7.01(q)	N/A	<p>Structuring for Eligible Collateral Acquisition. Excluded Assets. Non-UCC Assets. Such Obligor will, and will cause its Subsidiaries to, use commercially reasonable efforts to grant and perfect a Lien to secure the Obligations, directly or through the use of a Restricted Entity, with respect to (i) US Mortgage Loans repurchased or otherwise acquired by such Obligor or Subsidiary, or held by such Obligor or Subsidiary and released from the Liens supporting any other facility, (ii) Mortgage Loans denominated in other currencies, provided that, with respect to Mortgage Loans that are denominated in Pounds Sterling or Euros, the covenant contained in this clause (ii) shall not take effect until the third-party credit facility in place on the Amendment Closing Date for financing Mortgage Loans in such currency has been terminated (by prepayment, at maturity or otherwise), and (iii) each of their unencumbered assets with a Carrying Value (in the case of this clause (iii)) greater than \$50,000,000. Without</p>	<p>(i), (ii) Treasury Terry Farley</p> <p>(i), (ii) IBG - Treasury UK: C. Laube CE: J. Anderson LAG: M. Romero</p> <p>Residential Funding Of Canada – P. Leonard</p>	

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Section Ref		Section Ref		Section 7.01. Affirmative Covenants of the Obligors		Responsible Party		Comments	
T215		T223		limiting the foregoing and unless the Lender Agent shall agree otherwise, upon the termination of the Conduit (No. 2) Facility, the Obligors will, and will cause its Subsidiaries to (i) transfer the Mortgage Loans pledged under the Conduit (No. 2) Facility and any other unencumbered repurchased Mortgage Loan denominated in Pounds Sterling or Euros to be transferred to a Restricted Entity; (ii) cause such Restricted Entity to issue notes secured by such Mortgage Loans, and (iii) pledge such notes as Collateral under the Security Agreement; provided that unless the Borrowers and the Lender Agent agree, such notes and Mortgage Loans shall not be Primary Collateral or Supporting Assets.					
7.01(r)		7.01(q)		Further Assurances. Such Obligor will, and will cause each of its Subsidiaries to, at its own expenses promptly execute and deliver to the Lender Agent or the applicable Collateral Holder , the First Priority Collateral Agent or the Collateral Control Agent all such other documents, agreements and instruments reasonably requested by the Lender Agent, the First Priority Collateral Agent or the Collateral Control Agent or such Collateral Holder to comply with, cure any defects or accomplish the conditions precedent, covenants and agreements of the Borrowers and the Guarantors in the Facility Documents, if requested, or to further evidence and more fully describe the collateral intended as security for the Obligations, or to correct any omissions in this Agreement or the Facility Documents, or to state more fully the obligations secured therein, or to perfect, protect or preserve any Liens created pursuant to any of the Security Documents or the priority thereof, or to make any recordings, file any notices or obtain any consents, all as may be reasonably necessary or appropriate, in the sole discretion of the Lender Agent or a Collateral Holder , in connection therewith. Each Obligor hereby authorizes, without obligation, the Lender Parties to file one or more financing or continuation statements, and amendments thereto, relative to all or any part of any Collateral or any part thereof or any other collateral without the signature of any Obligor where permitted by law. Without limiting the foregoing, each Obligor agrees that the Lender Agent and the First Priority Collateral Agent/ and each Collateral Holder are hereby authorized to file, at such times as the Lender Agent or a Collateral Holder deems necessary or desirable, UCC financing statements naming it and its Subsidiaries as debtor and describing the collateral as "all personal property" or "all assets" of such debtor whether now or hereafter acquired, or words of like import.		<p>(iii) Finance – Financial Controls First (iii) - Sue Bode Financial Controls is certifying they will provide a report or notice of any assets greater than \$50 million to Treasury on a month lag</p> <p>Treasury Terry Farley</p> <p>Treasury Ops Sheila Lichty</p> <p>IBG – Treasury UK: S. Lichty CE: J. Anderson LAG: M. Romero</p> <p>Residential Funding Of Canada – P. Leonard</p> <p>BCG-Treasury C. Laube</p> <p>Intent is to allow for GMAC to ask us to produce things post-close to protect their interests under docs.</p> <p>Have all reasonable requests made by GMAC or their attorneys have been met, whether made directly to us or</p>		Pg 127 of 154	

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T215 Section Ref		T223 Section Ref		Section 7.01. Affirmative Covenants of the Obligors		Responsible Party	Comments
7.01(s)		7.01(p)		Additional Guarantors.		through our attorneys?	
7.01(s)(i)		7.01(p)(i)		ResCap and the Borrowers will, contemporaneously with the direct or indirect acquisition of any Person which upon such acquisition is, or of any asset which causes the Subsidiary acquiring such assets (without regard to any other assets of such Subsidiary) to be, a Significant Subsidiary (other than an Excluded Subsidiary), cause such Person or Subsidiary to execute a joinder agreement in substantially the form of Exhibit 7.01(t)/in form and substance reasonably satisfactory to the Lender Agent whereby such Person or Subsidiary unconditionally agrees to become a party to, and assume all obligations under, this Agreement as a Guarantor.		Legal CAO – Financial Reporting	
7.01(s)(ii)		7.01(p)(ii)		ResCap and the Borrowers will, contemporaneously with the guarantee by any Subsidiary of any Indebtedness of ResCap or any other Guarantor, cause such Subsidiary (unless such Subsidiary is already a Guarantor) to execute a joinder agreement in substantially the form of Exhibit 7.01(t)/7.01(q) whereby such Subsidiary unconditionally agrees to become a party to, and assume all Obligations as a Guarantor.		Legal Treasury M. Scarseth	
7.01(s)(iii)		7.01(p)(iii)		ResCap and the Borrowers will, within forty-five (45) days after the end of each of the first three fiscal quarters of each year and ninety (90) days after the end of each fiscal year, cause each Person that is a Significant Subsidiary (other than an Excluded Subsidiary) as of the end of such quarter or fiscal year that is not already a Guarantor to execute a joinder agreement in substantially the form of Exhibit 7.01(t)/in form and substance reasonable satisfactory to the Lender Agent whereby such Person unconditionally agrees to become a party to, and assume all obligations under, this Agreement as a Guarantor.		Legal CAO – Financial Reporting	Pg 128 of 154
7.01(t)		N/A		Terms of Other Debt Facilities. The Obligors shall (i) give not less than ten (10) Business Days' prior written notice to the Lender Agent of any amendment of any Bilateral Facility or the execution of any other facility under which ResCap or any of its Subsidiaries incur Indebtedness, which amendment or facility varies from this Agreement as to (v) whether Obligors other than ResCap make representations as to, or are required to be, Solvent, (w) the definition of "Solvent" or an equivalent or any representation relating to solvency, (x) the definition of "Change of Control" or the equivalent in any such facility, (y) any financial covenant (including the imposition of a new financial covenant), or (z) any of the definitions of the terms referenced in the provisions described in clauses (w), (x) or (y) above, and (ii) within five (5) Business Days after such provision(s) shall become effective, enter into such amendments hereto as may be required by the Lender Agent to conform in all material respects to the related provisions of this Agreement to such amendment(s).		Treasury Terry Farley Heather Anderson Mike Scarseth IBG – Treasury UK: C. Laube CE: J. Anderson LAG: M. Romero BCG-Treasury C. Laube	
7.01(u)		7.01(n)		Transfer of Rights or Benefits. If requested to do so by the Lender Agent, the Obligors will cooperate, to the fullest extent reasonably possible, with actions taken by a lender under the Dutch Security Documents/ Facility Documents and the English Security Documents that enable such lender to effect a transfer of servicing, legal title or other rights or benefits in an		NA- only applicable if request is made	

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Section Ref		Section Ref		Section 7.01. Affirmative Covenants of the Obligors		Responsible Party		Comments	
7.01(v)	T215	7.01(r)	T223	efficient and orderly manner upon exercise of remedies pursuant to the Dutch Security Documents or the English Security Documents, as applicable, with respect to any collateral (including Collateral hereunder) maintained for such lender's/Lender Agent benefit. Underlying Documents Obligations and Contractual Exercise of Rights and Remedies. Each Obligor shall, and shall cause its Subsidiaries to, (i) perform all of its obligations under the Underlying Documents, except where failure to perform could not reasonably be expected to give rise to a Material Adverse Effect; and (ii) take such actions to exercise the rights and remedies of any ResCap Subsidiary with respect to the Underlying Documents as the Lender Agent shall direct in accordance with the terms of the applicable agreement, provided that, absent such direction, the Obligors and such Subsidiaries may take or permit to occur Permitted Actions.		Treasury – Terry Farley GSAP-Heather Anderson Treasury Ops Sheila Lichty BCG-Treasury C. Laube Treasury Structuring • Heather Anderson • Mike Scarseth Warehouse Lending-Treasury (Carol MacElree) IBG-Treasury UK (Sheila Lichty) & CE (Ramon Willems)			
N/A		7.01(v)		Unrestricted ResCap Liquidity. Balance Rollforward. The Obligors will provide to the Lender Agent, on a daily basis, the ResCap Liquidity Balance Rollforward, prepared in a manner consistent with the methods used by the management of the Borrowers prior to the Closing Date and the Obligors shall endeavor, taking into account ordinary course business expenses and receipts and acting in good faith, to maintain, at all times, (i) Unrestricted ResCap Liquidity in excess of the Unrestricted ResCap Liquidity Threshold and (ii) Consolidated Liquidity in excess of the Consolidated Liquidity Threshold.		Treasury Forecasting – Larry LaCombe			
7.01(w)		7.01(s)		Underlying Documents Reports and Notices. The Obligors shall promptly deliver to the Lender Agent (i) with respect to the English Security Documents/European Security Documents and the Dutch Security Documents, all reports, notices and certificates required thereunder and (ii) with respect to all other Underlying Documents, all reports, notices and certificates which describe events or circumstances that could reasonably be expected to give rise to a Material Adverse Effect.		Treasury – Terry Farley GSAP-Heather Anderson Treasury Ops Sheila Lichty			

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Section 7.01. Affirmative Covenants of the Obligors		Responsible Party	Comments
T215 Section Ref	T223 Section Ref		BCG-Treasury C. Laube Treasury Structuring • Heather Anderson • Mike Scarseth Warehouse Lending-Treasury (Carol MacElree) IBG-Treasury UK (Sheila Lichty) & CE (Ramon Willems)
7.01(x)	7.01(u)	Treasury – Terry Farley Treasury Operations • Sheila Lichty • Mike Scarseth BCG-Treasury C. Laube	

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Additional Collateral. The Obligors shall provide as soon as practicable prior written notice to the Lender Agent of any proposed Substitute Collateral/**Approved Additional Collateral (other than US Mortgage Loans)** which they request to be added to the Primary Collateral/**Qualifying Collateral**. The Obligors shall deliver such documents, agreements, schedules, other information and opinions as the Lender Agent shall reasonably request in connection with any such proposed additional Collateral including, without limitation, all reasonable information with respect to any equity in joint ventures or other Assets acquired by a Restricted Entity. The Lender Agent shall act in good faith to discuss any such request from the Obligors.

The Obligors shall cooperate with the Lender Agent with respect to any due diligence the Lender Agent reasonably requires with respect to such proposed Substitute Collateral/**additional Approved Additional Collateral** and shall enter into any amendments to the existing Security Documents, and enter into any additional documentation or authorize any filings with respect to the Lender Agent's security interest in any such Substitute Collateral/**Approved Additional Collateral**, as the Lender Agent shall reasonably request.

No proposed Substitute Collateral/**Approved Additional Collateral** shall become Substitute Collateral/**Approval Additional Collateral** without the prior written consent of the Lender Agent, as evidenced by its execution of a Collateral Addition Designation Notice, which notice may set out certain terms and conditions governing the Collateral Value of such Substitute Collateral/**approved Additional Collateral** and additional covenants, representations or eligibility requirements, which additional terms shall apply to such Substitute Collateral/**Approved Additional Collateral** as if set forth hereunder unless otherwise later

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Section 7.01. Affirmative Covenants of the Obligors				Responsible Party	Comments
Section Ref	Section Ref	T223			
			specified by the Lender Agent in writing.		
			<p>In addition, with respect to the Obligors' request to add US Mortgage Loans, the Obligors shall deliver to the Lender Agent a data file identifying those loans requested to be included on the Mortgage Schedule and be included in the Primary Collateral at the time such Mortgage Schedule is delivered, which data file shall include loan data, with the same detail and in the same format, as the data file delivered to the Lender Agent on May 19, 2009 in connection with the Line of Credit Agreement (or such other data, detail or format as the Lender Agent and the Obligors shall mutually agree), and in any event sufficient data to identify each US Mortgage Loan thereon. If the Lender Agent approves such addition of US Mortgage Loans, the Obligors shall (i) deliver a Mortgage Schedule to the Lender Agent and a final data file, but containing only those loans included in the Mortgage Schedule and those loans to be included in the Primary Collateral at the time such Mortgage Schedule is delivered./ The Obligors may designate additional US Mortgage Loans as Approved Additional Collateral without the prior written consent of the Lender provided that the Obligors (i) deliver to the Lender Agent a notice with respect to such US Mortgage Loans and a data file identifying those loans included as Collateral and a Mortgage Schedule listing those US Mortgage Loans included in the Collateral at the time such Mortgage Schedule is delivered, which schedule shall include loan data, with the same detail and in the same format, as the data file delivered to the Lender Agent on May 19, 2009 in connection with the first groups of US Mortgage Loans included in the Collateral (or such other data, detail or format as the Lender Agent and the Obligors shall mutually agree), and in any event sufficient data to identify each Mortgage Loan thereon (ii) prepare and file a UCC-3 financing statement adding a description of the Mortgage Schedule to the financing statements outstanding at such time, which shall be in form and substance acceptable to the Lender Agent and its counsel and (iii) deliver any lien releases and related UCC-3 financing statements required to release any outstanding liens on such US Mortgage Loans, which shall be in form and substance acceptable to the Lender Agent and its counsel. Each Obligor shall promptly mark its books and records to indicate that all US Mortgage Loans included on a Mortgage Schedule have been pledged to the Lender Agent for so long as such US Mortgage Loan constitutes Primary Collateral/Collateral. The Lender Agent may, in its sole discretion, require updated data files of the US Mortgage Loans included in the Collateral or the Primary Collateral at any time.</p>	(ii) Legal	
N/A		<u>7.01(x)</u>	Instructions under German Class B Transaction Documents. The Obligors shall refrain from giving any consents, directions or waivers permitted to be given under the German Class B Transaction Documents without the prior written consent of the Lender Agent.	BCG-Treasury C. Laube	
<u>7.01(y)</u>		<u>N/A</u>	ResCap Liquidity Balance Rollforward. The Obligors will provide to the Lender Agent, on a daily basis, the ResCap Liquidity Balance Rollforward, prepared in a manner consistent with	Treasury Forecasting – Larry LaCombe	

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T215 Section Ref		T223 Section Ref		Section 7.01. Affirmative Covenants of the Obligors	Responsible Party	Comments
				the methods used by the management of the Guarantors prior to the Amendment Closing Date.		
N/A		<u>7.01(y)</u>		Notices with respect to HELOC Excluded Draw Collateral. At any time after GMAC Mortgage has been terminated, or has received notice or ResCap Treasury has knowledge that GMAC Mortgage is being terminated, as servicer with respect to Subject HELOCs, the Obligors shall deliver such notices and requests for acknowledgements of third parties, in form and substance acceptable to the Lender Agent, to any trustee or other participant in the Subject HELOC Securitizations.	Treasury – Mike Scarseth Heather Anderson	
<u>7.01(z)</u>		<u>7.01(t)</u>		Instructions Under Underlying Documents. ResCap shall, at the specific written direction of the Lender Agent, give (or refrain from giving) any instructions permitted to be given under the Underlying Documents.	Treasury – Terry Farley Mike Scarseth Heather Anderson BCG-Treasury C. Laube	
N/A		<u>7.01(z)</u>		Filing of FHA/VA Insurance Claims. No Obligor shall, following the occurrence and during the continuation of an Event of Default hereunder, file any claim on an FHA or VA insurance policy or take any other action with respect to a FHA/VA Loan that constitutes Collateral without ten (10) Business Days' prior notice to the Lender Agent, during which period the Lender Agent may direct it not to do so. In addition, following the occurrence and during the continuation of an Event of Default, each Obligor shall take any and all such actions that the Lender Agent shall reasonably request in order to allow the Lender Agent or its designee to file such claims, including without limitation, changing the designated servicer, subject to Section 8.02(c), or the designated owner/holder with respect to such FHA/VA Loan with the FHA and/or VA to a Person that is permitted to be a servicer or owner/holder, as applicable, in accordance with the FHA and/or VA's policies and procedures.	Treasury – Mike Scarseth	

T215 Section Ref		T223 Section Ref		Section 7.02. Negative Covenants of the Obligors	Responsible Party	Comments
<u>7.02</u>		<u>7.02</u>		Each Obligor covenants and agrees with the Lender Parties that, until all Loans and other		

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Section 7.02. Negative Covenants of the Obligors				Responsible Party	Comments
T215 Section Ref	T223 Section Ref				
7.02(a)	7.02(a)	Obligations have been paid in full in cash and the Commitments have terminated or expired, it shall not, and shall not permit any Subsidiary to:		(i)(ii) Servicing	
		other than in accordance with Section 7.02(k), take any action that would directly or indirectly materially impair or adversely affect its title to, or the value of, the Collateral or Supporting Assets in a manner that could reasonably be expected to give rise to a Material Adverse Effect; provided that (i) actions in accordance with the Credit and Collection Policies, (ii) modifications implemented in a good faith attempt to increase the recovery on, or collectibility of, delinquent or distressed Collateral or Supporting Assets, or (iii) Collateral Dispositions or Permitted Actions otherwise permitted hereunder shall not constitute a violation of this Section 7.02(a);		(iii) Treasury Terry Farley	
7.02(b)	7.02(b)	engage in any line of business activity other than the businesses in substantially the same fields of enterprise are conducted on the date hereof; provided, however, if an entity is substantially dormant, then such entity may engage in any line of business activity other than the businesses in substantially the same fields of enterprise as are conducted on the date hereof by any Obligor or Subsidiary of an Obligor;		Legal	
7.02(c)	7.02(c)	amend, modify or waive any term or condition of any Facility Document, or consent to any amendment, modification or waiver of any term or condition of any Facility Document, without the prior written consent of the requisite Lenders (as specified in Section 13.01);		Treasury Terry Farley Heather Anderson Mike Scarseth BCG-Treasury C. Laube	
7.02(d)	7.02(d)	change its name, organizational identification number, organizational structure or its state of incorporation, organization or formation unless it shall have given the Lender Agent at least thirty (30) days' prior written notice thereof and unless, prior to any such change, it shall have filed, or caused to be filed, such financing statements or amendments and taken such further action as any Lender or the Lender Agent determines may be reasonably necessary to continue the perfection and priority of the Lender Agent's applicable Collateral Holder's interest (on behalf of the Lender Parties) in the Collateral, provided however that this Section 7.02(d) shall only apply to Obligors and issuers of notes, securities or other interests included in the Schedules to the Security Agreement;		Legal	
7.02(e)	N/A	ResCap shall not, and shall not permit the ResCap Counterparty to, (i) reduce the notional amount of any Hedge Transaction, (ii) terminate in whole or in part any Hedge Transaction, or (iii) otherwise modify any Hedge Transaction without the prior written consent of the Initial Lender unless (A) following the closing date for such Hedge Transaction, there has been a reduction in the aggregate outstanding balance of the exposure intended to be hedged by such Hedge Transaction in an amount at least equal to the Minimum Notional Reduction, and (B) such modification to the Hedge Transaction effects a reduction in the notional amount of the		Consolidated Liquidity	

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Section 7.02, Negative Covenants of the Obligors				Responsible Party	Comments
T215 Section Ref	T223 Section Ref				
7.02(f)	7.02(e)	applicable Hedge Transaction which is approximately proportionate to the aggregate reduction in the exposure intended to be hedged by such Hedge Transactions since the closing date of such Hedge Transaction; at any time (i) create, issue, incur (by conversion, exchange or otherwise), assume, guarantee or otherwise become liable in respect of any Indebtedness (including Acquired Indebtedness) other than Permitted Indebtedness, or (ii) permit any Restricted Entity to create, issue, incur (by conversion or otherwise), assume, guarantee or otherwise become liable in respect of indebtedness (other than Excluded Debt and Permitted Indebtedness described in clause (c) or (h) of the definition of Permitted Indebtedness);		Treasury Terry Farley IBG – Treasury UK: S. Lichty CE: J. Anderson LAG: M. Romero Residential Funding Of Canada – P. Leonard BCG -Treasury C. Laube We have not incurred any indebtedness other than permitted. <ul style="list-style-type: none">Any new loan obligations or guarantees entered into?Any debt assumptions?Any new debt arrangements (secured or unsecured)?Any cash pledged to support obligations? Confirm: no un-authorized filing UCC against our assets as security Treasury Structuring <ul style="list-style-type: none">Heather AndersonMike Scarseth Legal	Pg 134 of 154
N/A	7.02(f)	permit any Restricted Entity to at any time create, issue, incur (by conversion, exchange or otherwise), assume, guarantee or otherwise become liable in respect of any Indebtedness (other		Treasury – Terry Farley	

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Section 7.02. Negative Covenants of the Obligors				Responsible Party	Comments
T215 Section Ref	T223 Section Ref				
		than Excluded Debt and Permitted Indebtedness described in clause (c) or (h) of the definition of Permitted Indebtedness);		Treasury Structuring <ul style="list-style-type: none"> • Terry Farley • Heather Anderson • Mike Scarseth BCG-Treasury C. Laube Legal	
7.02(g)	7.02(g)	(1) directly or indirectly, make any Restricted Payment unless, at the time of and after giving effect to the proposed Restricted Payment either (i) (A) no Default shall have occurred and be continuing or will occur as a consequence thereof and (B) after giving effect to such Restricted Payment on a pro forma basis, the aggregate amount expended or declared for all Restricted Payments made on or after the Closing Date (excluding Restricted Payments described in clauses (b), (c), (d), (e), (f) and (g) of the definition of Permitted Restricted Payments), shall not exceed the Restricted Payment Maximum Amount or (ii) such Restricted Payment is a Permitted Restricted Payment; or (2) without the written consent of the Lender Agent, permit any Restricted Entity to (i) make any dividend or distribution of the RE Assets, except for Ordinary RE Transactions, without the written consent of the Lender Agent, (ii) repurchase any outstanding equity interest issued by a Restricted Entity or (iii) other than as contemplated by Section 7.02(f), Article XI or the Security Documents, act as guarantor or surety with respect to any Indebtedness incurred by the Borrowers, the Obligors/Guarantors or any of their Subsidiaries or Affiliates;		Treasury Terry Farley Have we made any restricted <ul style="list-style-type: none"> • Dividends • Equity purchases, redemptions, acquisitions or retirements • Early debt retirement, or • Investments in GMAC Parties CFO Legal	
7.02(h)	7.02(h)	at any time create or suffer to exist any Lien (other than any Permitted Liens) on any of its assets or property (whether now owned or hereafter acquired) which are Collateral or Supporting Assets; or permit any Restricted Entity to at any time create or suffer to exist any Lien on any of its assets or property (whether now owned or hereafter acquired) which are Supporting Assets or RE Assets, other than Permitted Liens; provided that, in the case of a ResCap Subsidiary other than a BCG Joint Venture, such Permitted Liens shall be in favor of GMAC or described in clause (b) through (f), (i), (j), (k), (l), (m) or (o) of the definition of Permitted Lien;		Treasury – Terry Farley BCG-Treasury C. Laube Legal	
7.02(i)	7.02(i)	if, on any Business Day, the aggregate amount of Consolidated Liquidity shall be less than \$750,000,000, ResCap shall within two (2) Business Days (if such Business Day is a Remittance Date) or (in all other cases) one (1) Business Day, cause the aggregate amount of Consolidated Liquidity to be not less than \$750,000,000; provided that, at no time shall ResCap permit the aggregate amount of Consolidated Liquidity to be less than \$450,000,000; provided		Consolidated Liquidity	

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Section 7.02. Negative Covenants of the Obligors			
T215 Section Ref	T223 Section Ref	Responsible Party	Comments
			further that, at no time shall ResCap permit the aggregate amount of unrestricted and unencumbered (x) cash (consisting solely of United States dollars held at all times in the United States by ResCap on a consolidated basis, and (y) Cash Equivalents held by ResCap on a consolidated basis (consisting solely of (A)/(B) securities with maturities of 90 days or less from the date of acquisition issued or fully guaranteed or insured by the United States Government or any agency thereof, and (B) shares of money market mutual or similar funds which invest exclusively in assets satisfying the requirements of clause (y)(A)/(B)) to be less than \$250,000,000;
7.02(j)	7.02(j)	CAO – Financial Reporting (verify CTNW above threshold at month-end)	
7.02(k)	N/A	Treasury Terry Farley Treasury Ops Shelia Lichty Treasury Structuring Heather Anderson Mike Scarseth IBG - Treasury UK: S. Lichty CE: J. Anderson LAG: M. Romero Residential Funding Of Canada – P. Leonard BCG-Treasury C. Laube Have we consummated Collateral dispositions within these terms. Treasury • Terry Farley Treasury Operations • Sheila Lichty	consummate a Collateral Disposition unless (i) it (or the applicable Subsidiary, as the case may be) receives consideration in the form of Permitted Consideration, and (ii) at the time of the Collateral Disposition, the Permitted Consideration received in such Collateral Disposition by it or such Subsidiary is at least substantially equivalent to the Fair Value of the Primary Collateral or Supporting Assets issued or sold or otherwise disposed of; provided that this clause (k) will not apply to MHF Assets;
N/A	7.02(k)		consummate a Collateral Disposition unless (i) the related Collateral Disposition Proceeds are deposited as Collections in accordance with Article IV, (ii) the Lender Agent shall have consented to such Collateral Disposition unless such Collateral Disposition consists of (A) the Transfer of whole US Mortgage Loans or REO Property owned by an REO Subsidiary in the ordinary course of business and the Collateral Disposition complies with Section 12.11(b), it

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Section 7.02. Negative Covenants of the Obligors			
T215 Section Ref	T223 Section Ref	Responsible Party	Comments
		<p>Treasury Structuring</p> <ul style="list-style-type: none"> • Heather Anderson • Mike Scarseth <p>BCG-Treasury C. Laube</p> <p>Warehouse Lending- Treasury (Carol MacElree)</p> <p>IBG-Treasury UK (Sheila Lichty) & CE (Ramon Willems)</p>	
7.02(l)	7.02(l)	<p>Treasury – Terry Farley</p> <p>IBG – Treasury Operations UK: S. Lichty CE: J. Anderson LAG: M. Romero</p> <p>Residential Funding Of Canada – P. Leonard</p> <p>BCG-Treasury C. Laube</p> <p>Treasury Structuring • Heather Anderson • Mike Scarseth</p> <p>IBG-Treasury UK (S. Lichty) & CE (Ramon Willems)</p> <p>Legal Legal Treasury Terry Farley</p>	<p>being understood and agreed that any Collateral Disposition by an Obligor pursuant to this clause (A) shall be deemed to be a representation by such Obligor that, after giving effect to such Collateral Disposition, no Borrowing Base Deficiency shall exist, or (B) the Transfer of First Savings Mortgage Loans to First Savings Mortgage Corporation pursuant to the First Savings Repurchase Agreement, and (iii) except for a Collateral Disposition of whole Mortgage Loans securing Eligible Warehouse Loans, the Collateral Disposition Proceeds deposited as provided in clause (i) above represents the fair market value of the Assets Transferred.</p> <p>except for Affiliate Transactions engaged by or with any Excluded Subsidiary, directly or indirectly, engage in any Affiliate Transaction which is not a Permitted Affiliate Transaction unless (i) such Affiliate Transaction is on terms that are not materially less favorable to it or the relevant Subsidiary than those that could reasonably have been obtained in a comparable arm's length transaction by it or such Subsidiary with an unaffiliated party (provided that any transactions between Obligor shall be in compliance with the corporate governance policies of each such Obligor), (ii) with respect to any Affiliate Transaction or series of related Affiliate Transactions involving aggregate consideration in excess of \$250,000,000, it delivers to the Lender Agent a resolution adopted in good faith by the majority of its Board of Directors approving such Affiliate Transaction and set forth in an officers' certificate certifying that such Affiliate Transaction complies with clause (i) above, and (iii) with respect to any Affiliate Transaction or series of related Affiliate Transactions involving aggregate consideration in excess of \$500,000,000, it obtains and delivers to the Lender Agent a written opinion of a nationally recognized independent third-party investment banking, accounting or appraisal firm acceptable to the Lender Agent stating that the transaction is fair to it or such Subsidiary, as the case may be, from a financial point of view;</p> <p>amend or otherwise modify its organizational documents if the result would have a material adverse effect on the Lender Parties (including on the rights or remedies of the Lender Parties);</p> <p>amend or otherwise modify the 2010 Indenture or the 2015 Indenture if the result of such amendment or modification could reasonably be expected to result in a Material Adverse Effect</p>
7.02(m)	7.02(m)		
7.02(n)	N/A		

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Section 7.02. Negative Covenants of the Obligors			Responsible Party	Comments
T215 Section Ref	T223 Section Ref			
		or materially adversely effect the Lender Parties or their rights, priority and/or remedies under the Facility Documents;	Legal	
7.02(o)	7.02(n)	enter into any agreement (other than a Facility Document) prohibiting, restricting or otherwise limiting (i) the creation or assumption of any Lien upon its properties, revenues or assets, whether now owned or hereafter acquired (other than limits arising from the 2010 Indenture or the 2015 Indenture or Permitted or arising under Senior Debt Documents, including agreements governing Permitted Funding Indebtedness and Permitted Refinancing Indebtedness restricting Liens on any collateral covered by Permitted Liens arising under such agreements), (ii) the ability of any Obligor to amend or otherwise modify any Facility Document, or (iii) the ability of any Obligor or other Significant Subsidiary to make any payments, directly or indirectly, to the Borrowers or any Guarantor, including by way of dividends, distributions, advances, repayments of loans, reimbursements of management and other intercompany charges, expenses and accruals or other returns on investments (including, without limitation, entering into any agreement by any Obligor or other Significant Subsidiary that requires distributions otherwise payable to the Borrowers to be escrowed or to be subject to a sinking fund or other similar restriction or to be paid to another Person);	Legal	
7.02(p)	7.02(o)	permit ResCap, the Borrowers, any other Obligor, any Restricted Entity or any Significant Subsidiary of ResCap to merge or consolidate with any other corporation or other entity or sell, assign, transfer, lease or otherwise convey all or substantially all of its property or assets to any Person, or permit any Subsidiary of such foregoing entities to do so, unless (i) such entity is not a Restricted Entity; (ii) such entity is the survivor or such entity's successor is a person organized and existing under the laws of the United States or a state thereof and expressly assumes all of such entity's obligations under this Agreement and the other Facility Documents; (iii) immediately after giving effect to such consolidation, merger, sale or conveyance, no Default shall have occurred and be continuing; and (iv) each Obligor confirms that each of its obligations with respect to the Facility Documents shall remain in full force and effect;	Legal	
7.02(q)	7.02(p)	permit ResCap to directly own any assets other than (i) Equity Interests of the other Obligors, (ii) assets in respect of hedging arrangements, (iii) so long as no Event of Default has occurred and is continuing, cash and cash equivalents and other immaterial assets in the ordinary course of business consistent with past practice, (iv) assets which are subject to a Lien as Collateral under the Security Documents and (v) the Exempted Cash Reserve Account (as defined in the Senior Loan Facility) ;	Legal	
N/A	7.02(q)	without the prior written consent of the Lender Agent, terminate the relevant administrator under the European Security Documents or take any other action under the European Security Documents which could reasonably be expected to adversely affect the Lender or the Lender Agent or the value of the related European Note, <u>provided</u> , however, that this section shall not apply to automatic termination of the administrator under the applicable agreements;	Treasury – Terry Farley BCG-Treasury C. Laube IBG-Treasury UK (Sheila Lichtv) &	

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Section 7.02. Negative Covenants of the Obligors			Responsible Party	Comments
T215 Section Ref	T223 Section Ref			
7.02(r)	7.02(r)	without the written consent of the Lender Agent, except for Permitted Actions , agree to amend, modify or waive any provision of any Underlying Document (including, without limitation, any temporary increase in any facility limit with respect to the First Savings Repurchase Agreement or related documents that would result in the aggregate amounts purchased and advanced thereunder to exceed \$60,000,000) or the organizational documents of any Restricted Entity (i) relating to (i) the independent directors, unless such Restricted Entity has pledged all of its assets under the Security Documents, (ii) the filing of insolvency proceedings or (ii) relating to (iii) any other matters unless, in the case of this clause (ii)/(iii), such modification could not be reasonably expected to be materially adverse to the interests of the Lenders or the Lender Agent;	CE (Ramon Willems)	
7.02(s)	N/A	without the prior written consent of the Lender Agent, terminate the administrator under the English Security Documents or the Dutch Security Agreements or take any other action under the English Security Documents or the Dutch Security Agreements which could reasonably be expected to adversely affect the Lender or the Lender Agent or the value of the related English Note or the Dutch Note, provided, however, that this Section shall not apply to automatic termination of the administrator under the applicable agreements;	Treasury – Terry Farley BCG-Treasury C. Laube	
7.02(t)	N/A	except for Permitted Actions, agree to amend, modify or waive any provision of any Underlying Document without the written consent of the Lender Agent which consent shall not be unreasonably withheld; and	Treasury – Terry Farley Treasury Structuring • Heather Anderson • Mike Scarseth BCG-Treasury C. Laube	
7.02(u)	7.02(s)	except for Permitted Actions, agree to terminate any Underlying Document without the written consent of the Lender Agent.	Treasury – Terry Farley Treasury Structuring • Heather Anderson • Mike Scarseth BCG-Treasury C. Laube	

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T215		T223	
Section Ref	Section Ref	Section Ref	Section Ref

Section 7.02. Negative Covenants of the Obligors

Responsible Party

Comments

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Section Ref	Section Ref	Section Ref	Section Ref

Section 7.03. Notice of Certain Occurrences.

Responsible Party

Comments

Section 7.03.		Notice of Certain Occurrences. Each Obligor covenants and agrees with the Lender Parties that, until all Loans and other Obligations have been paid in full in cash and the Commitments have terminated or expired:	
7.03(a)	7.03(a)	<p>Defaults. As soon as possible, but in any event within one Business Day, after any Obligor obtains knowledge of any Default, it shall furnish or cause to be furnished to the Lender Agent, the First Priority Collateral Agent and the Collateral Control Agent a written statement of a Responsible Officer of the Borrowers setting forth details of such Default and the action that it proposes to take with respect thereto;</p>	<p>Treasury Terry Farley Heather Anderson Mike Scarseth</p> <p>IBG – Treasury UK: S. Lichty CE: J. Anderson LAG: M. Romero</p> <p>Residential Funding Of Canada – P. Leonard</p> <p>BCG -Treasury C. Laube</p> <p>Note – this is EOD If any defaults have occurred – has adequate notice been provided? Have they been cured or waived?</p> <p>Attach list of any:</p> <ul style="list-style-type: none"> • EOD • Date discovered

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Section Ref		T223 Section Ref		Section 7.03, Notice of Certain Occurrences.		Responsible Party		Comments	
							<ul style="list-style-type: none"> Dates of written notices 		
7.03(b)		7.03(b)		<p>Litigation. As soon as possible, but in any event within ten (10) Business Days, after any Obligor obtains knowledge thereof, it shall furnish or cause to be furnished to the Lender Agent, the First Priority Collateral Agent and the Collateral Control Agent notice of any material action, suit or proceeding instituted by or against it or any of its Subsidiaries in any federal or state court or before any commission, regulatory body or Governmental Authority, and of any material adverse development in any such action, suit or proceeding which either (i) arises with respect to any Indebtedness of ResCap or its Subsidiaries, or arises under any servicing contract pursuant to which a Guarantor services assets for a third party owner of such assets (including an Agency or special purpose vehicle and other securitization vehicle) and is instituted by such owner, or a trustee or administrator on such owner's behalf, or an insurer or guarantor with respect to amounts owed to or by such owner; provided that with respect to servicing contracts related to whole loan mortgage sales to an entity other than an Agency, a special purpose vehicle or any other securitization vehicle, such notice shall only be required if the applicable material adverse development could reasonably be expected to give rise to a Material Adverse Effect, or (ii) in all cases, is reasonably likely to result in a Material Adverse Effect;</p>		Legal			
7.03(c)		7.03(c)		<p>Material Adverse Effect. Within one Business Day of it becoming aware of any event or circumstance that could reasonably be expected to have a Material Adverse Effect, it shall furnish or cause to be furnished to the Lender Agent, the First Priority Collateral Agent and the Collateral Control Agent written notice of such event or circumstance;</p> <p><u>Change of Control</u>. It shall furnish or cause to be furnished to the Lender Agent, the First Priority Collateral Agent and the Collateral Control Agent notice of any Change of Control upon the occurrence of such event;</p>		CFO, Legal			
7.03(d)		7.03(d)		<p>Event of Default. Within three Business Days after any Obligor obtains knowledge thereof, it shall furnish or cause to be furnished to the Lender Agent the First Priority Collateral Agent and the Collateral Control Agent notice of any default or event of default under any organizational or constitutive document of any Obligor;</p>		Legal			
7.03(e)		7.03(e)		<p><u>Adverse Judgment</u>. Within three Business Days after the entry of a judgment or decree against any Obligor in an amount in excess of \$25,000,000, it shall furnish or cause to be furnished to the Lender Agent, the First Priority Collateral Agent and the Collateral Control Agent notice thereof;</p>		Legal			
7.03(f)		7.03(f)		Accounting Policies. It shall furnish or cause to be furnished to the Lender Agent, the First Priority Collateral Agent and the Collateral Control Agent within three Business Days notice of any material change in accounting policies or financial reporting practices of the Obligor,		Legal			
7.03(g)		7.03(g)				CAO-Financial Reporting			

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T215 Section Ref		T223 Section Ref	Section 7.03. Notice of Certain Occurrences.		Responsible Party	Comments
7.03(h)		7.03(h)	except for those changes that are in conformity with new or revised GAAP; <u>Rating</u> . Within three Business Days after any Obligor obtains knowledge thereof, it shall furnish or cause to be furnished to the Lender Agent the First Priority Collateral Agent and the Collateral Control Agent notice of any decrease in the servicer rating of any Servicer by any Agency;		Servicing	
7.03(i)		7.03(i)	<u>Agency Termination</u> . Upon the receipt by any Obligor/ Guarantor of any notice received from Freddie Mac, Fannie Mae or Ginnie Mae terminating, or indicating any intent to terminate, or indicating any adverse fact or circumstance which could reasonably be expected to entitle Freddie Mac, Fannie Mae or Ginnie Mae to terminate, such Obligor/ Guarantor for cause from any servicing arrangement with such agency, it shall furnish or cause to be furnished to the Lender Agent notice thereof unless it shall have provided GMAC notice thereof pursuant to a Related Document;		Servicing	
7.03(j)		7.03(j)	<u>Agency Suspension</u> . Upon the receipt by any Obligor of any notice received from any Freddie Mac, Fannie Mae, Ginnie Mae, HUD, the FHA or the VA revoking or suspending, or indicating any intent to revoke or suspend, or indicating any adverse fact or circumstance which could reasonably be expected to entitle such agency to revoke or suspend any of the approvals granted to such Obligor/ Guarantor that are referenced in Section 6.01(n) hereof, it shall furnish or cause to be furnished to the Lender Agent notice thereof unless it shall have provided GMAC notice thereof pursuant to a Related Document;		Servicing	
7.03(k)		7.03(k)	<u>Insurance Coverage</u> . Within three Business Days after any Obligor obtains knowledge thereof, it shall furnish or cause to be furnished to the Lender Agent, the First Priority Collateral Agent and the Collateral Control Agent notice of any material change in the insurance coverage maintained by such Obligor or any other person to comply with the requirements of this Agreement, with a copy of evidence of the same.		Corporate Insurance	
7.03(l)		7.03(l)	<u>ERISA</u> . As soon as reasonably possible, and in any event within thirty (30) days after a Responsible Officer of any Obligor knows, or with respect to any Pension Plan or Multiemployer Plan to which any Obligor or any of their respective Subsidiaries makes direct contributions, has reason to believe, that any of the events or conditions specified below with respect to any such Pension Plan or Multiemployer Plan has occurred or exists, such Obligor will deliver to the Lender Agent, the First Priority Collateral Agent and the Collateral Control Agent a statement signed by a senior financial officer of the relevant Obligor setting forth details respecting such event or condition and the action, if any, that such Obligor or one of its Subsidiaries proposes to take with respect thereto (and a copy of any report or notice required to be filed with or given to PBGC by the Obligor or such Subsidiary with respect to such event or condition);		HR	
			(A) any reportable event, as defined in Section 4043(b) of ERISA, with respect to a Pension Plan, as to which the PBGC has not by regulation or otherwise waived the requirement of Section 4043(a) of ERISA that it be notified within thirty (30) days of the occurrence of such event (provided that a failure to meet the minimum funding standard of Section 412 of the			

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Section Ref		T223 Section Ref		Section 7.03. Notice of Certain Occurrences.	Responsible Party	Comments
				Internal Revenue Code or Section 302 of ERISA, such that Section 430(k) of the Internal Revenue Code would apply, shall be a reportable event regardless of the issuance of any waivers in accordance with Section 412(c) of the Internal Revenue Code) and any request for a waiver under Section 412(c) of the Internal Revenue Code for any Pension Plan;		
				(B) the distribution under Section 4041(c) of ERISA of a notice of intent to terminate any Pension Plan or any action taken by any Obligor or one of their respective Subsidiaries to terminate any Pension Plan;		
				(C) the institution by the PBGC of proceedings under Section 4042 of ERISA for the termination of, or the appointment of a trustee to administer, any Pension Plan, or the receipt by any Obligor or one of their respective Subsidiaries of a notice from a Multiemployer Plan that such action has been taken by the PBGC with respect to such Multiemployer Plan;		
				(D) the complete or partial withdrawal from a Multiemployer Plan by any Obligor or any of their respective subsidiaries that results in liability to such Obligor or Subsidiary under Section 4201 or 4204 of ERISA (including the obligation to satisfy secondary liability as a result of a purchaser default) or the receipt by any Obligor from a Multiemployer Plan that it is in reorganization or insolvency pursuant to Section 4241 or 4245 of ERISA or that it intends to terminate or has terminated under Section 4041A of ERISA;		
				(E) the institution of a proceeding by a fiduciary of any Multiemployer Plan against any Obligor or one of their subsidiaries to enforce Section 515 of ERISA, which proceeding is not dismissed within thirty (30) calendar days;		
				(F) the failure of any Pension Plan to meet the requirements of Section 436 of the Internal Revenue Code, resulting in a loss of tax-exempt status of the trust of which such Pension Plan is a part under Section 401(a)(29) of the Internal Revenue Code; and		
				(G) any written notice from the PBGC to any Obligor that it intends to place a Lien on the assets of any Obligor, whether or not in connection with a Pension Plan.		
7.03(m)	7.03(m)			<u>Collateral Impairment</u> . Promptly after ResCap Treasury obtains knowledge thereof, it shall furnish or cause to be furnished to the Lender Agent notice of any fact, circumstance or development could reasonably be expected to result in a material reduction in the market value of any material portion of the Primary Collateral or the ability of the Obligors or the Lender Agent to realize the market value in respect of any material portion of the Primary Collateral.	Treasury Terry Farley Heather Anderson Mike Scarseth BCG-Treasury C. Laube	
7.03(m)	7.03(m)			<u>Underlying Documents</u> . Promptly after ResCap Treasury obtains knowledge thereof, it shall	Treasury	

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Section 7.03, Notice of Certain Occurrences.				Responsible Party	Comments
T215 Section Ref	T223 Section Ref	furnish or cause to be furnished to the Lender Agent notice of any default by any Person in the performance of such Person's obligations in the Underlying Documents that could reasonably be expected to give rise to a Material Adverse Effect.			
7.03(o)	7.03(o)	<u>Indebtedness Restricted Entity.</u> Promptly upon ResCap Treasury's obtaining notice thereof, it shall furnish or cause to be furnished to the Lender Agent notice of any failure of a BCG Joint Venture or any other Restricted Entity to pay any principal or interest when due (whether by acceleration or otherwise, but subject to applicable grace periods) on any Indebtedness of such Person (other than Ordinary RE Transactions) in excess of \$5,000,000.		Terry Farley Mike Scarseth BCG-Treasury C. Laube Treasury Ops Sheila Lichty Warehouse Lending- Treasury (Carol MacElree) IBG-Treasury UK (Sheila Lichty) & CE (Ramon Willems)	Pg 144 of 154
7.03(p)	7.03(p)	<u>Servicing Arrangements.</u> Upon ResCap Treasury obtaining knowledge of any notice terminating, or indicating any intent to terminate, or indicating any adverse fact or circumstance which could reasonably be expected to result in the termination of any Obligor for cause from any mortgage loan servicing arrangement with an Agency, a securitization trustee or (if termination could reasonably be expected to give rise to a Material Adverse Effect) any other Person, it shall furnish or cause to be furnished to the Lender Agent written notice thereof unless an Obligor shall have notified GMAC thereof in writing under the Related Documents. <u>Subject HELOC Securitizations.</u> As soon as possible, but in any event within two Business Days, after any Obligor becomes aware that GMAC Mortgage has received notice or has knowledge that it has been or is being terminated as servicer with respect to Subject HELOCs, it shall furnish or cause to be furnished to the Lender Agent notice of such event or circumstance.		Servicing Treasury - Heather Anderson	
N/A	7.03(q)	<u>Other.</u> Promptly, from time to time, it will furnish to the Lender Agent, each Lender, the First Priority Collateral Agent and the Collateral Control Agent such other information, documents, records or reports with respect to the Collateral or its corporate affairs, conditions or operations, financial or otherwise, as the Lender Agent, any Lender, the First Priority Collateral Agent or the Collateral Control Agent may from time to time reasonably request.		Treasury – Mike Scarseth Heather Anderson	
7.03(q)	7.03(r)			Treasury Terry Farley Heather Anderson Mike Scarseth Treasury Ops Sheila Lichty	

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T215		T223	Section 7.03, Notice of Certain Occurrences.	
Section Ref	Section Ref	Section Ref	Responsible Party	Comments
			BCG-Treasury C. Laube	
			IBG – Treasury UK: S. Lichty CE: J. Anderson LAG: M. Romero	
			Residential Funding Of Canada – P. Leonard	
			Has GMAC been furnished with any other described materials requested?	

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Selected T215 Definitions:	Amended and Restated Revolver	Comments
Restricted Payment	<p>“Restricted Payment” is defined to mean any of the following:</p> <p>(a) any dividend or other distribution declared and paid on the Equity Interests of ResCap or on the Equity Interests in any Subsidiary of ResCap that are held by, or declared and paid to, any Person other than ResCap or a Subsidiary of ResCap or any GMAC Party other than (i) dividends, distributions or payments made solely in Qualified Equity Interests of ResCap; and (ii) dividends or distributions payable to ResCap or a Subsidiary of ResCap or to other holders of Equity Interests of ResCap or a Subsidiary (other than the GMAC Parties) on a pro rata basis;</p> <p>(b) any payment made by ResCap or any of its Subsidiaries to purchase, redeem, acquire or retire any Equity Interests in ResCap or any of its Subsidiaries (including any issuance of Indebtedness in exchange for such Equity Interests or the conversion or exchange of such Equity Interests into or for Indebtedness) other than any such Equity Interests owned by ResCap or any Subsidiary and other than the redemption of Equity Interests of IB Finance for up to the fair market value thereof at the time of redemption (it being understood that any excess over such fair market value which is paid shall be deemed to be a Restricted Payment and shall be permitted to be paid to the extent otherwise in compliance with Section 7.02(g));</p> <p>(c) any payment made by ResCap or any of its Subsidiaries (other than payments out of the proceeds of, or in exchange for, the notes issued pursuant to the Exchange Offer or Permitted Refinancing Indebtedness) to redeem, repurchase, defease (including in substance or legal defeasance) or otherwise acquire or retire for value (including pursuant to mandatory repurchase covenants), prior to any scheduled maturity, scheduled sinking fund or mandatory redemption payment, Exchange Offer Notes, unsecured Permitted Refinancing Indebtedness of Exchange Offer Notes or subordinated indebtedness of any Obligor, except, in each case, payments of principal required in order to satisfy a scheduled maturity date on the date such payment is due; and</p> <p>(d) any Investment by ResCap or any of its Subsidiaries in any GMAC Party.</p>	
Material Adverse Effect	<p>“Material Adverse Effect” means any event which has had or would reasonably be expected to have a material adverse effect on (i) the business, assets or financial condition of any Obligor or any such Obligor and its Subsidiaries taken as a whole since September 30, 2009, other than as disclosed in the Obligor’s financial statements as detailed in Section 6.01(o) or as disclosed to the Lender Agent prior to the Amendment Closing Date, (ii) the validity or enforceability of any of the Facility Documents or the rights or remedies of the Lender Parties thereunder, or (iii) the value, validity, enforceability, saleability or collectibility of the Collateral or a material portion thereof, or the enforceability, perfection or priority of the First Priority Collateral Agent’s security interest on behalf of the Lender Parties in the Collateral; provided, however, that a Material Adverse Effect shall not be determined to include effects arising out of, relating to or resulting from the occurrence of a ratings downgrade of GMAC Inc. or any of its Affiliates (including ResCap) or any of their outstanding debt (it being understood that the events giving rise to such downgrade shall not be excepted from the definition of Material Adverse Effect).</p>	
Solvent	<p>“Solvent” means, with respect to the Obligors on a particular date, that on such date (i) the most recently reported value of the assets pursuant to Section 7.01(f) of such Obligor, taking into account the fair value of assets accounted for on a fair value basis and the carrying value of other assets, is greater than the total amount of the most recently reported liabilities of such Obligor (including the fair value of liabilities reported on a fair value basis), (ii) after giving effect to each Loan, such Obligor is able to realize upon its assets and pay its debts and other liabilities as they mature, assuming an orderly disposition, and (iii) such Obligor does not have unreasonably small capital with which to conduct its business.</p>	
Cash Equivalents	<p>“Cash Equivalents” means (i) securities with weighted average maturities of 90 days or less from the date of acquisition issued or fully guaranteed or insured by the United States Government or any agency thereof, (ii) certificates of deposit and</p>	

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Selected T215 Definitions:	Amended and Restated Revolver	Comments
	eurodollar time deposits with weighted average maturities of 90 days or less from the date of acquisition and overnight bank deposits of any commercial bank having capital and surplus in excess of \$500,000,000 and a rating of at least A+ and A1 from S&P and Moody's, respectively, (iii) repurchase obligations of any commercial bank satisfying the requirements of clause (ii) of this definition, having a term of not more than seven days with respect to securities issued or fully guaranteed or insured by the United States Government, (iv) securities with weighted average maturities of 90 days or less from the date of acquisition issued or fully guaranteed by any state, commonwealth or territory of the United States, by any political subdivision or taxing authority of any such state, commonwealth or territory or by any foreign government, the securities of which state, commonwealth, territory, political subdivision, taxing authority or foreign government (as the case may be) are rated at least A by S&P or A by Moody's, (v) securities with weighted average maturities of 90 days or less from the date of acquisition backed by standby letters of credit issued by any commercial bank satisfying the requirements of clause (ii) of this definition or, (vi) shares of 2-a7 money market mutual funds rated AAA by Moody's and S&P that have a weighted average maturity of 90 days or less or similar funds which invest exclusively in assets satisfying the requirements of clauses (i) through (v) of this definition.	
Change of Control	"Change of Control" means the occurrence of any of the following events: (i) any "person" or "group" (within the meaning of Rule 13d-5 of the Exchange Act), other than the Investors, the United States Department of the Treasury, the GM Trusts, or any purchaser of the beneficial interest of General Motors in the GM Trusts, shall acquire ownership, directly or indirectly, beneficially or of record, in the aggregate, Capital Stock representing a majority of the Voting Stock of ResCap; or (ii) at any time, ResCap shall fail to own, directly or indirectly, 100% of the aggregate issued and outstanding Capital Stock of the Obligor.	
Event of Default	"Event of Default" has the meaning set forth in Section 8.01.	
Default	"Default" means an Event of Default or an Unmatured Event of Default. "Unmatured Event of Default" means any event that, with the giving of notice or lapse of time, or both, would become an Event of Default.	
GM Trusts	"GM Trusts" means one or more trusts initially naming General Motors as beneficiary thereof that were or will be established to hold Capital Stock in GMAC held directly or indirectly by General Motors as of May 20, 2009.	
Permanent Paydown Report	"Permanent Paydown Report" has the meaning set forth in Section 2.11(a). Section 2.11 Tracking of Paydown Amounts. The Borrowers shall produce regular reports tracking on a daily basis the reductions in the Outstanding Aggregate Loan Amount pursuant to Section 2.10(c) together with necessary supporting information in spreadsheet form (including, but not limited to, information containing separate tracking of the then current Outstanding Aggregate Loan Amount) (the "Permanent Paydown Report"). The Permanent Paydown Report shall be in the form previously provided to the Lender Agent, which form may be periodically changed by the Borrowers from time to time; provided that after any such changes, the Lender Agent may request reasonable modifications to the modified form to clarify or maintain the information provided in such report prior to the Borrower's changes. The Borrowers shall provide the current Permanent Paydown Report at any time to the Lender Agent at the Lender Agent's request. A Permanent Paydown Report shall be delivered in connection with each Monthly Collateral Report, and such Permanent Paydown Report shall be included in any certifications in connection with the Monthly Collateral Report. If any Lender shall question the validity of the dates or amounts of any actual or scheduled permanent reductions in the Outstanding Aggregate Loan Amount pursuant to Section 2.10(c) reported in a Permanent Paydown Report, the Borrowers shall work with the Lender Agent in good faith to resolve such question; provided that if such question cannot be resolved in 30 days, the determination of the Lender Agent as to the disputed information shall govern and be binding on the parties hereto.	

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Selected T215 Definitions:	Amended and Restated Revolver	Comments
Permitted Dissolution	<p>“Permitted Dissolution” means a dissolution and termination of the legal existence of (a) an Obligor with the prior written consent of the Lender Agent, which consent shall not be unreasonably withheld, and (b) a Subsidiary of an Obligor which is not itself an Obligor which (i) does not have any material assets (other than assets transferred to an Obligor or a Subsidiary of an Obligor or assets contractually required to be paid to third parties prior to dissolution) and (ii) does not own or have title to any Primary Collateral, Supporting Assets or RE Assets (other than any such assets transferred to an Obligor).</p>	
Selected T223 Definitions:	Amended and Restated Line of Credit	Comments
Restricted Payment	<p>“Restricted Payment” is defined to mean any of the following:</p> <p>(a) any dividend or other distribution declared and paid on the Equity Interests of ResCap or on the Equity Interests in any Subsidiary of ResCap that are held by, or declared and paid to, any Person other than ResCap or a Subsidiary of ResCap or any GMAC Party other than (i) dividends, distributions or payments made solely in Qualified Equity Interests of ResCap; and (ii) dividends or distributions payable to ResCap or a Subsidiary of ResCap or to other holders of Equity Interests of ResCap or a Subsidiary (other than the GMAC Parties) on a pro rata basis;</p> <p>(b) any payment made by ResCap or any of its Subsidiaries to purchase, redeem, acquire or retire any Equity Interests in ResCap or any of its Subsidiaries (including any issuance of Indebtedness in exchange for such Equity Interests or the conversion or exchange of such Equity Interests into or for Indebtedness) other than any such Equity Interests owned by ResCap or any Subsidiary and other than the redemption of Equity Interests of IB Finance for up to the fair market value thereof at the time of redemption (it being understood that any excess over such fair market value which is paid shall be deemed to be a Restricted Payment and shall be permitted to be paid to the extent otherwise in compliance with Section 7.02(g));</p> <p>(c) any payment made by ResCap or any of its Subsidiaries (other than payments out of the proceeds of, or in exchange for, the notes issued pursuant to Permitted Refinancing Indebtedness) to redeem, repurchase, defease (including in substance or legal defeasance) or otherwise acquire or retire for value (including pursuant to mandatory repurchase covenants), prior to any scheduled maturity, scheduled sinking fund or mandatory redemption payment, unsecured Permitted Refinancing Indebtedness or subordinated indebtedness of any Obligor, except, in each case, payments of principal required in order to satisfy a scheduled maturity date on the date such payment is due; and</p> <p>(d) any Investment by ResCap or any of its Subsidiaries in any GMAC Party.</p>	
Material Adverse Effect	<p>“Material Adverse Effect” means any event which has had or would reasonably be expected to have a material adverse effect on</p> <p>(i) the business, assets or financial condition of any Obligor or any such Obligor and its Subsidiaries taken as a whole since September 30, 2009, other than as disclosed in the Obligor’s financial statements as detailed in Section 6.01(o) or as disclosed to the Lender Agent prior to the Amendment Closing Date,</p> <p>(ii) the validity or enforceability of any of the Facility Documents or the rights or remedies of the Lender Parties thereunder, or</p> <p>(iii) the value, validity, enforceability, saleability or collectibility of the Collateral or a material portion thereof, or the enforceability, perfection or priority of the Lender Agent’s security interest on behalf of the Lender Parties in the Collateral; provided, however, that a Material Adverse Effect shall not be determined to include effects arising out of, relating to or resulting from the occurrence of a ratings downgrade of GMAC Inc. or any of its Affiliates (including ResCap) or any of their outstanding debt (it being understood that the events giving rise to such downgrade shall not be excepted from the definition of Material Adverse Effect).</p>	

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**GMAC Revolver/GMAC LOC
Attachment A**

Amended and Restated Line of Credit		Comments
Selected T223 Definitions:	Cash Equivalents	“Cash Equivalents” means (i) securities with weighted average maturities of 90 days or less from the date of acquisition issued or fully guaranteed or insured by the United States Government or any agency thereof, (ii) certificates of deposit and eurodollar time deposits with weighted average maturities of 90 days or less from the date of acquisition and overnight bank deposits of any commercial bank having capital and surplus in excess of \$500,000,000 and a rating of at least A+ and A1 from S&P and Moody’s, respectively, (iii) repurchase obligations of any commercial bank satisfying the requirements of clause (ii) of this definition, having a term of not more than seven days with respect to securities issued or fully guaranteed or insured by the United States Government, (iv) securities with weighted average maturities of 90 days or less from the date of acquisition issued or fully guaranteed by any state, commonwealth or territory of the United States, by any political subdivision or taxing authority of any such state, commonwealth or territory or by any foreign government, the securities of which state, commonwealth, territory, political subdivision, taxing authority or foreign government (as the case may be) are rated at least A by S&P or A by Moody’s, (v) securities with weighted average maturities of 90 days or less from the date of acquisition backed by standby letters of credit issued by any commercial bank satisfying the requirements of clause (ii) of this definition or, (vi) shares of 2-a7 money market mutual funds rated AAA by Moody’s and S&P that have a weighted average maturity of 90 days or less or similar funds which invest exclusively in assets satisfying the requirements of clauses (i) through (v) of this definition.
Event of Default	Event of Default	“Event of Default” has the meaning set forth in Section 8.01.
	Default	“Default” means an Event of Default or an Unmatured Event of Default. “Unmatured Event of Default” means any event that, with the giving of notice or lapse of time, or both, would become an Event of Default.
Change of Control	Change of Control	“Change of Control” means the occurrence of any of the following events: (i) any “person” or “group” (within the meaning of Rule 13d-5 of the Exchange Act), other than the Investors, the United States Department of the Treasury, the GM Trusts, or any purchaser of the beneficial interest of General Motors in the GM Trusts, shall acquire ownership, directly or indirectly, beneficially or of record, in the aggregate, Capital Stock representing a majority of the Voting Stock of ResCap; or (ii) at any time, ResCap shall fail to own, directly or indirectly, 100% of the aggregate issued and outstanding Capital Stock of the Obligors.
Collateral Addition Designation Notice	Collateral Addition Designation Notice	“Collateral Addition Designation Notice” means a notice in writing (which may be electronic) delivered by the Lender Agent at a Borrower’s request with respect to any category or sub-category of Approved Additional Collateral, which notice shall approve or designate a Collateral Addition Date for such Approved Additional Collateral as well as any applicable advance rates, additional eligibility requirements, opinion requirements, or other restrictions, terms or conditions as the Lender Agent may specify in its discretion; it being understood that this Agreement and the other Facility Documents may refer to a category of Collateral prior to the Collateral Addition Date therefore, but that such references will not be given effect until such Collateral Addition Date.
Collateral Disposition Proceeds	Collateral Disposition Proceeds	“Collateral Disposition Proceeds” means, with respect to an Asset, the net proceeds received by an Obligor from the Collateral Disposition of such Asset.
Custody Agreement	Custody Agreement	“Custody Agreement” has the meaning specified in Section 7.01(m).
European Security Documents	European Security Documents	“European Security Documents” means the Flume No. 8 Security Documents or the GX II Security Documents (as applicable).
Eligible Warehouse Loans	Eligible Warehouse Loans	“Eligible Warehouse Loans” mean loans or other extensions of credit made by a Guarantor pursuant to an Eligible Warehouse Agreement to the borrower or counterparty under such agreement, provided that such loan satisfies the Eligibility Requirements; and provided further that, for the avoidance of doubt, the Eligibility Requirements shall not apply to any mortgage loans or other loans which secure an Eligible Warehouse Loan or are the subject of

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**GMAC Revolver/GMAC LOC
Attachment A**

Selected T223 Definitions: Amended and Restated Line of Credit		Comments
GM Trusts	purchase pursuant to an Eligible Warehouse Agreement).	
	"GM Trusts" means one or more trusts initially naming General Motors as beneficiary thereof that were or will be established to hold Capital Stock in GMAC held directly or indirectly by General Motors as of May 20, 2009.	
Loan Group	"Loan Group" means any group of US Mortgage Loans designated as being part of a "Loan Group" in a Collateral Addition Designation Notice and identified in the related Mortgage Schedule by the Obligors including, without limitation, Group A Loans, Group B Loans, Group C Loans, Group D Loans, and Group E Loans identified in Collateral Addition Designation Notices delivered prior to the Amendment Closing Date; provided that, once a US Mortgage Loan has been designated as being included in a particular Loan Group in a Mortgage Schedule it may not be designated as being included in another Loan Group in a subsequent Mortgage Schedule without the prior written consent of the Lender Agent.	
Mortgage Schedule	"Mortgage Schedule" means any schedule of mortgage loans delivered by the Obligors in connection with a Collateral Addition Designation Notice relating to US Mortgage Loans in the form of a data tape, CD Rom or other tangible medium identifying for each mortgage loan: (i) the loan number, (ii) the name of the borrower, (iii) the address of the property securing such mortgage loan, and (iv) the original principal amount of such mortgage loan.	
ResCap Liquidity Balance Rollforward	"ResCap Liquidity Balance Rollforward" means the liquidity balance rollforward data delivered by the Obligors pursuant to Section 2.4 of the Consent Agreement dated as of October 17, 2008 among GMAC, as lender, as initial lender and as Lender Agent, RFC and GMAC Mortgage, as borrowers, ResCap, as guarantor and certain other parties thereto.	
Third Priority Indenture Documents	"Third Priority Indenture Documents" means, collectively, the 2015 Indenture, the 2015 Notes, each Additional Pari Passu Third Priority Agreement, the Third Priority Collateral Documents, each as defined in the Intercreditor Agreement, and any other related document or instrument executed and delivered pursuant to any of the foregoing at any time or otherwise evidencing any obligation thereunder, as the same may be amended, supplemented, amended and restated or otherwise modified from time to time.	
Underlying Documents	"Underlying Documents" means (a) the First Savings Warehouse Agreement, the Provident Warehouse Agreement and the other Warehouse Facility Documents; (b) the Flume No. 8 Note, the Flume No. 8 Security Documents and the other Flume No. 8 Facility Documents; (c) the GX II Note and the GX II Security Documents; (d) with respect to the BCG Subsidiaries whose equity is part of Collateral or Supporting Assets, each of the following agreements to which such BCG Subsidiary is a party: (i) joint venture agreement or other agreement with other equity investors; (ii) land acquisition, development, construction or similar agreement with Person or Persons primarily responsible for the development of a real estate project, including Master Sale and Rental Agreements, lot option agreements and agreements to share profits and losses, or related promissory notes, and (iii) any agreement under which such BCG Subsidiary extends credit (other than trade credit in the ordinary course of business) to another Person and the primary collateral documents securing such extension of credit; (e) after the applicable Collateral Addition Date, any document designated as an Underlying Document in any Collateral Addition Designation Notice; (f) the German Class B Transaction Documents, (g) the HELOC Securitization Documents; and (h) any other material agreement or document that relates to Collateral, Supporting Assets, RE Assets or Restricted Entities, the termination, material breach or material modification of such agreement or document could reasonably be expected to give rise to a Material Adverse Effect.	
Unrestricted ResCap Liquidity	"Unrestricted ResCap Liquidity" means, on any day, the unrestricted and unencumbered cash in Dollars held in the U.S. of ResCap and its Subsidiaries for operating and liquidity purposes, as reported by the Guarantors as the "Unrestricted ResCap Liquidity Balance" in the ResCap Liquidity Balance Rollforward.	
Unrestricted ResCap Liquidity Threshold	"Unrestricted ResCap Liquidity Threshold" means \$300,000,000.	
US Mortgage Loan	"US Mortgage Loan" means a Mortgage Loan (other than a First Savings Mortgage Loan) secured by a lien on real estate located in the United States, including any Conforming Mortgage Loan, Non-Conforming Mortgage Loan and Government	

GMAC Revolver/GMAC LOC

Attachment A

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Selected T223 Definitions: Amended and Restated Line of Credit		Comments
	Mortgage Loan.	
Warehouse Facility Documents	“Warehouse Facility Documents” has the meaning ascribed to it in the Security Agreement.	
Whole Loan Mortgage Facility Documents	“Whole Loan Mortgage Facility Documents” means, with respect to whole Mortgage Loans which become part of the Collateral, the agreements providing for the purchase and servicing of such whole Mortgage Loans.	

GMAC ResCap, LLC

Net Income Letter

Submit to:

Reporting@rescapholdings.com

cc:

Stan.Venne@gmacrescap.com,

Jacob.Bazella@gmacrescap.com

For The Month Ended:

12/31/2009

	RFC	
	MTD	YTD
Consolidated		
Pre Tax Income (Loss)	(989,874,183)	(3,111,113,583)
Income Tax Expense (Benefit)	102,901,784	113,536,165
Income (Loss) from Discontinued Operations	(491,597,642)	(1,199,831,056)
Net income	(1,584,373,609)	(4,424,480,804)

EXAM10362154

Equity Roll-forward

RFC
12/31/2009

Details for 'Other'

Total: - OK

EXAM10362154

Date	Amount	Cash/Non Cash	Description
1/31/2009	4,700,570	Non Cash	Excess purchase price on sale of ResMor to GMAC
3/31/2009	59,963,200	Non Cash	PCO Debt Forgiveness to Australia
5/31/2009	50,959	Cash	Broker Dealer sale to GMAC
6/30/2009	61,714,896	Non Cash	PCO Debt Forgiveness to Australia
6/30/2009	33,134,000	Non Cash	PCO Debt Forgiveness to UK
6/30/2009	442,600	Cash	Tax receivable from GM
8/31/2009	174,584,063	Non Cash	PCO Debt Forgiveness to RFC
9/30/2009	164,689,123	Non Cash	PCO Debt Forgiveness to RFC
9/30/2009	179,189,501	Non Cash	PCO Debt Forgiveness to Europe
9/30/2009	55,844,024	Non Cash	PCO Debt Forgiveness to Canada
9/30/2009	22,195,423	Non Cash	PCO Debt Forgiveness to Mexico
10/31/2009	36,251,433	Non Cash	PCO Debt Forgiveness to Europe
10/31/2009	59,327,737	Non Cash	PCO Debt Forgiveness to UK
11/30/2009	52,376,000	Non Cash	GMAC MSR Debt Forgiveness-RFC
11/30/2009	32,780,525	Non Cash	PCO Debt Forgiveness to Europe
11/30/2009	44,544,475	Non Cash	PCO Debt Forgiveness to UK
12/31/2009	1,435,562,736	Non Cash	Ally Bank Loan Sale to GMAC
12/31/2009	16,436,750	Non Cash	PCO Debt Forgiveness to Mexico
12/31/2009	95,052,602	Non Cash	PCO Debt Forgiveness to Canada
12/31/2009	195,020,905	Non Cash	Stewardship Forgiveness
12/31/2009	164,265,214	Non Cash	GMAC MSR Debt Forgiveness-RFC
12/31/2009	4,758,822	Non Cash	PCO Debt Forgiveness to Canada
12/31/2009	267,109,239	Non Cash	PCO Debt Forgiveness to UK
12/31/2009	187,230,452	Non Cash	PCO Debt Forgiveness to Europe
Total:	3,347,225,252	OK	

Date	Amount	Cash/Non Cash	Description
Total:	-	OK	

EXAM10362154